



Please do not  
write in this  
binding margin



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

\* Insert full name  
of Company

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court for ir.  
Scotland (a  
Solicitor\*)  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1980

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

Form No 41a

# 41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

[ ] 1614118 / 7 [ ]

Name of Company

TOSHARN LIMITED

I, LEONARD HERBERT LEWIS

of 37-45 Paul Street, London EC2A 4PB

do solemnly and sincerely declare that I am a person named as director of the company in the  
statement delivered under section 21 of the Companies Act 1976

of TOSHARN LIMITED

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent and incidental thereto 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 37-45 Paul Street, London EC2A 4PB

the 25th day of JANUARY

One thousand nine hundred and eighty-two

before me [Signature]

[Signature] Solicitor having the powers conferred on a  
Commissioner for Oaths

Signature of Declarant

[Signature]

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

CD/ML 6407  
BRITISH COMPANY REGISTRATION  
AGENTS LIMITED  
37-45 Paul Street,  
LONDON EC2A 4PB

For official use

New companies section

Post room

Cat. No. CF. 41A

Lewis, Coates & Lucas, Limited

37-45 Paul Street, London EC2A 4PB - Tel: 01- 251 0344

British Company Registration Agents Limited





THE COMPANIES ACTS 1948 to 1980

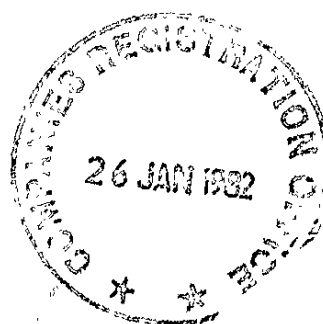
COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

of

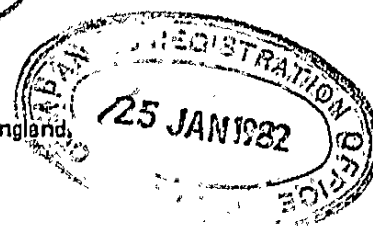
1614118 / 3

TOSHARN LIMITED



1. The name of the Company is "TOSHARN 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 garage proprietors and to manufacture, own, buy, sell, let on hire or lease, repair and generally deal in motor cars, vans, lorries, coaches and omnibuses, motor cycles, bicycles and mechanically propelled vehicles of every description, engines, bodies, tyres, fittings, petrol, oil and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture, running, upkeep, repair or use of such vehicles and to carry on business as motor, mechanical, radio, electrical and general engineers, motor body builders, panel beaters, metal and alloy workers, dealers in radio apparatus and accessories and to act as haulage contractors and carriers of goods and persons in every way.

BRITISH COMPANY REGISTRATION AGENTS LTD.

37/45 PAUL STREET  
LONDON EC2A 4PB

ML 6407

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) 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.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company

or the conduct of its business.

- (o) To remunerate employees of the Company out of or in proportion to the profits or the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

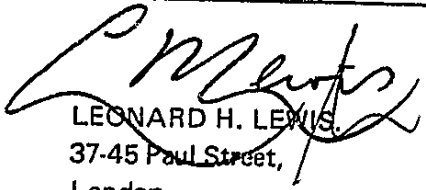
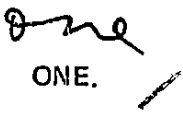
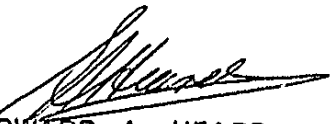
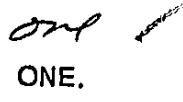
PROVIDED ALWAYS that any power which the Company enjoys under section 74 of the Companies Act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.

- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

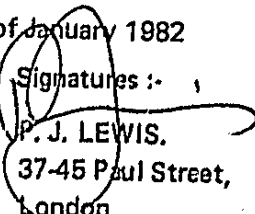
It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

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.
 LEONARD H. LEWIS. 37-45 Paul Street, London, EC2A 4PB.  Company Director.	 ONE.
 EDWARD A. HEARD 37-45 Paul Street, London, EC2A 4PB.  Formations Clerk	 ONE.

DATED the 21st day of January 1982  
WITNESS to the above Signatures :-

  
P. J. LEWIS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Company Director.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

of

TOSHARN LIMITED

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1614118

14

### PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (hereinafter referred to as "Table A") shall apply to the Company.
2. The following regulations of Table A shall not apply to the Company videlicet :- 22, 24, 40 to 43 inclusive, 58, 75, 79, 84(2), 84(4), and 88.

### PRIVATE COMPANY

3. The Company is a private company and accordingly:
  - (A) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
  - (B) any allotment of or agreement to allot any shares in or debentures of the Company (whether for cash or otherwise) with a view to all or any of those shares or debentures being offered for sale to the public, .

is prohibited.

### SHARES

4. (A) Subject to authorisation in accordance with the provisions of section 14 of the Companies Act 1980 the directors may allot or otherwise dispose of the shares of the Company whether forming part of the original or any increased capital to such persons and for such consideration and upon such terms and conditions as they may determine but so that no shares shall be issued at a discount.
- (B) For the purposes of section 14 of the Companies Act 1980:
  - (i) the directors shall, unless and until such authority shall have been previously revoked or varied by the Company in general meeting, for a period of five years from the date of the incorporation of the Company, have a general and unconditional authority to allot any

6.

unissued shares of the Company forming part of its original capital;

- (ii) before the expiry of the authority given in sub-paragraph (i) above the Company by its directors or otherwise may make any offer or agreement which would or might require unissued shares of the Company to be allotted after such expiry and the directors may notwithstanding such expiry allot unissued shares of the Company pursuant to such offer or agreement.

- (C) Section 17(1) of the Companies Act 1980 shall be excluded in respect of any allotment of shares whether by the directors or otherwise.

#### LIEN

5. The lien conferred by regulation 11 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.

#### TRANSFER AND TRANSMISSION OF SHARES

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

7. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

- (2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.

(5) Subject as in this Article otherwise provided, 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.

(6) (i) Any direction, whether 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,

(ii) Any transfer of any interest in a share or shares,

shall for the purpose of this Article be deemed to constitute a transfer of the share or shares comprised in such direction or transfer and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

## PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

## DIRECTORS

9. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit.
10. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.



### **BORROWING POWERS OF DIRECTORS**

11. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may subject to section 14 of the Companies Act 1980, issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **POWERS AND DUTIES OF DIRECTORS**

12. Subject to section 199 of the Act and section 60 of the Companies Act 1980 a director may contract with and participate in the profits of any contract, transaction or arrangement with the Company as if he were not a director. A director shall also be capable of voting in respect of such contract, transaction or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

### **ALTERNATE DIRECTOR**

13. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.


### **DISQUALIFICATION OF DIRECTORS**

14. The office of director shall be vacated if the director:-
  - (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.
  - (B) Becomes bankrupt or suspends payment or compounds with his creditors.
  - (C) Becomes prohibited from being a director by reason of any order made under section 188 of the Act or under section 28 of the Companies Act 1978.
  - (D) Becomes of unsound mind.
  - (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
  - (F) Resigns his office by notice in writing to the Company.

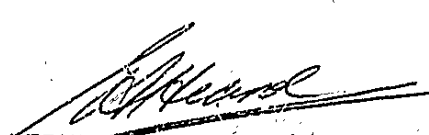
### **INDEMNITY**

15. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers.

  
LEONARD H. LEWIS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

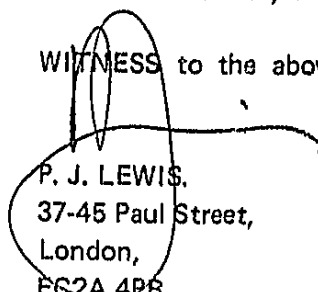
Company Director.

  
EDWARD A. HEARD  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk

DATED the 21st day of January 1982

WITNESS to the above Signatures :-

  
P. J. LEWIS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Company Director.



## THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* delete if  
inappropriate

Company number

1614118 / 5

Name of Company

TOSHARN

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below37/45 PAUL STREET  
LONDON EC2A 4PBIf 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

BRITISH COMPANY REGISTRATION AGENTS LIMITED

37-45 PAUL STREET, LONDON EC2A 4PB

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statementPresentor's name, address and  
reference (if any):

ref: CD/MI.

Telephone: 01- 253 3400

BRITISH COMPANY REGISTRATION  
AGENTS LIMITED

37-45 Paul Street, London EC2A 4PB

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 are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	LEONARD HERBERT LEWIS	Business occupation	Law Agent
Former name(s) (note 3)		Nationality	Citizen of United Kingdom and Colonies
Address (note 4)	37-45 Paul Street, London EC2A 4PB	Date of birth (where applicable) (note 6)	13. 10. 1929
Particulars of other directorships (note 5)			
BRITISH COMPANY REGISTRATION AGENTS LIMITED and subsidiaries			
LEWIS COATES & LUCAS LIMITED and subsidiaries			
ST. ALBANS DIOCESAN BOARD OF FINANCE LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature <i>L. Lewis</i>		Date <i>25-1-82</i>	

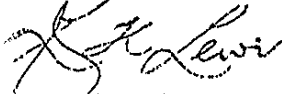
Name (note 2)	EDWARD ARTHUR HEARD	Business occupation	Formations Clerk
Former name(s) (note 3)		Nationality	Citizen of United Kingdom and Colonies
Address (note 4)	37-45 Paul Street, London EC2A 4PB	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
NONE			
I hereby consent to act as director of the company named on page 1			
Signature <i>E. Heard</i>		Date <i>25-1-82</i>	

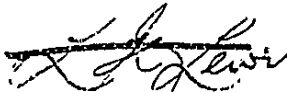
Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin

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:

**Important**  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 2 & 7)	LEONARD HERBERT LEWIS
Former name(s) (note 3)	
Address (notes 4 & 7)	37-45 Paul Street, London EC2A 4PB
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 25-1-82

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature  [Subscriber] ~~Director~~ Date 25-1-82

Signature  [Subscriber] ~~Director~~ Date 25-1-82

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1614118

I hereby certify that

TOSHARN LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 16TH FEBRUARY 1982

A handwritten signature in black ink, appearing to read 'A. J. Wilson', written over a horizontal line.

Assistant Registrar of Companies