

Please do not
write in this
binding margin



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

*delete if
inappropriate

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
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

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

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

41

For official use Company number

☐ ☐ ☐ 1536733/1

Name of company

ALLONARE

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 ALLONARE

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
in respect of matters precedent to the registration of the said company
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 9th day of December

One thousand nine hundred and eighty

before me Solicitor having the powers conferred on a Commissioner for Oaths

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

ML 5734

BRITISH COMPANY/
REGISTRATION AGENTS LTD.

37-45 PAUL STREET

LONDON EC2A 4PB

TEL 01-251 3400

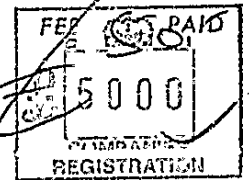
For official use

General section

Post room



026881/1



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

1536733/3

P. Rdx
11.12.80

MEMORANDUM OF ASSOCIATION
of

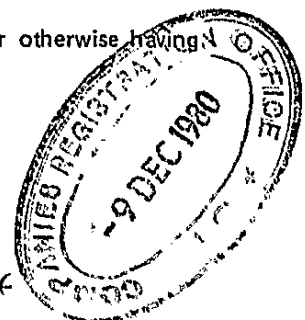
ALLONARE LIMITED



1. The name of the Company is "ALLONARE LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) (1) To purchase, sell, hold, take on lease, or in exchange, or otherwise acquire and hold any lands or buildings wherever situate, or rights or interests therein or connected therewith, and to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate; and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof.
 - (2) To finance and assist persons purchasing or taking leases from or otherwise having dealings with the Company.

BRITISH COMPANY REGISTRATION AGENTS LTD.
37/45 PAUL STREET
LONDON EC2A 4PB

ML 5734



- (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.

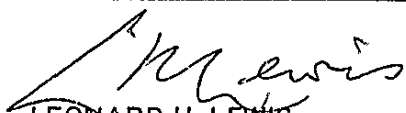



3.

- (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 of 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.
- (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.

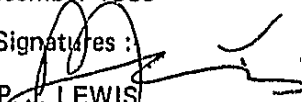
- 4. The liability of the Members is limited. ✓
- 5. The share capital of the Company is £100 divided into 100 shares of One Pound each. ✓
Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original 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.
 FRANCIS A. DEAN. 37-45 Paul Street, London, EC2A 4PB. Company Director.	 ONE.

DATED the 8th day of December 1980

WITNESS to the above Signatures:


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

Company Director.

1536733/4

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ALLONARE LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by the Companies Acts 1967 to 1976 (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, 53, 58, 75, 79, 84(2), 84(4), 88 and 130 of Part I thereof, and regulation 3 of Part II thereof.

SHARES

3. The directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that, except as provided by section 57 of the Act, no shares shall be issued at a discount.

LIEN

4. 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

5. 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.

6. (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 representative 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 ensure that the number of members shall not exceed the limit prescribed by regulation 2 of Part 11 of Table A or 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.

7.

(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) 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 shall for the purposes of this article be deemed to constitute a transfer of the share or shares comprised in such direction 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

7. 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

8. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit.
9. 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

10. 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 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

11. Subject to the provisions of section 199 of the Act, a director may contract with and participate in the profits of any contract 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 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

12. 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

13. 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 1976.
 - (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.

AUDIT

14. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, section 14 of the Companies Act 1967, and sections 13 to 18 of the Companies Act 1976.

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.

SECRETARY

16. The first secretary of the Company shall be FRANCIS ALBERT DEAN.

Names, Addresses and Descriptions of Subscribers.



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

Company Director.

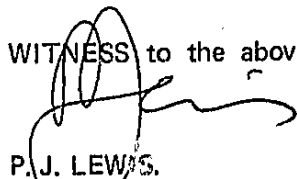


FRANCIS A. DEAN.
37-45 Paul Street,
London,
EC2A 4PB.

Company Director.

- DATED the 8th day of December 1980

WITNESS to the above Signatures :-



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

Company Director.



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Please complete
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in black type, or
bold block lettering

* delete if
inappropriate

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

Form No. 1

1

Company number

1536733/5

Name of Company

ALLONARE

Limited*

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

37/45 PAUL STREET
LONDON EC2A 4PB

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



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 statement



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

ref: CD/ML

5134

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 & Colonies by birth
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)			
LEWIS COATES & LUCAS LIMITED And its subsidiaries			
BRITISH COMPANY REGISTRATION AGENTS LIMITED And its subsidiaries			
ST. ALBANS DIOCESAN BOARD OF FINANCE LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 9/12/80 ✓	

Name (note 2)	FRANCIS ALBERT DEAN	Business occupation	Law Stationer
Former name(s) (note 3)		Nationality	Citizen of United Kingdom & Colonies by birth
Address (note 4)	37-45 PAUL STREET LONDON EC2A 4PB	Date of birth (where applicable) (note 6)	17. 9. 1920
Particulars of other directorships (note 5)			
LEWIS, COATES & LUCAS, LIMITED and its subsidiaries			
BRITISH COMPANY REGISTRATION AGENTS LIMITED and its subsidiaries			
I hereby consent to act as director of the company named on page 1			
Signature		Date 9/12/80 ✓	

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	

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binding margin



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.

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 2 & 7)	FRANCIS ALBERT DEAN
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	<i>Francis Albert Dean</i>
Date	9/12/80

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	<i>[Signature]</i>	[Subscriber] Signature	Date	9/12/80
Signature	<i>[Signature]</i>	[Subscriber] Signature	Date	9/12/80

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1536733

I hereby certify that

ALLONARE 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 31ST DECEMBER 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies