

THE COMPANIES ACTS 1948 TO 1980

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

41a

Please do not write in this binding margin



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

\*Insert full name of Company

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

For official use

Company number

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

[ ] 1719652/1 [ ]

Name of Company

ELSALENE LIMITED .

I, SIMON JAMES MORRIS

of Moor House, London Wall, London EC2Y 5HE

†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

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged in the formation of\* Elsalene 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

17 Amos St  
London NW8

Signature of Declarant

the

Seventeenth day of March

One thousand nine hundred and eighty three

before me

Kate Vary

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

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

Cameron & Markby  
Moor House  
London Wall  
London EC2Y 5HE

Ref: SM

For official use

New Companies section

Post room



# Statement on formation of a company to be incorporated with limited liability under the Companies Act 1948

Pursuant to Part V of the Finance Act 1973

Please do not write in this binding margin.

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

\*delete if inappropriate

†Distinguish between ordinary, preference, etc.

\*delete as appropriate

For official use Company number

For official use

Company number 1719652/2

Please do not write in the space below. For Inland Revenue use only

Name of company

ELSALENE

Limited\*

A Nominal Capital		£ 100	
Description of shares†	Ord.		
B Nominal value of each share	£ 1	£	£
C Number of shares taken on incorporation	2		
D Total amount payable on each (including premium if any)	£ NIL	£	£
E Amount paid or due and payable on each	£ NIL	£	£
F Total amount paid or due and payable in respect of C	£ NIL		
G Capital duty payable on F at £1 per £100 or part of £100	£ NIL		

## Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

☐

Please tick box if attached

I hereby certify that the above particulars are correct in all respects

Signed [Signature] [Director] [Secretary]† Date 17th March 1983

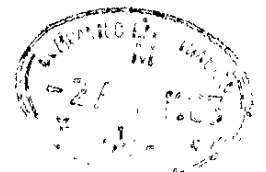
Presenter's name, address and reference (if any):

Cameron & Markby  
Moor House  
London Wall  
London EC2Y 5HE

Ref: SM

For official use  
Capital section

Post room

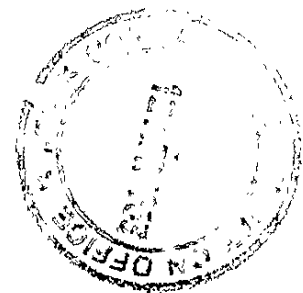


COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

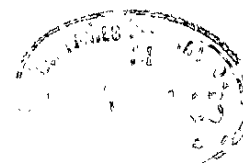
OF

ELSALENE LIMITED



1. The name of the Company is Elsalene Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - (A) (i) To carry on business as importers exporters whole-  
salers retailers manufacturers engineers builders  
developers distributors and suppliers of any products  
substances or materials of any nature, to act as  
financiers designers researchers advisors consultants  
hoteliers printers publishers and generally to carry  
any industrial commercial financial or other operations  
and provide services of any nature.
  - (ii) To carry on the business of an investment and holding  
company and to invest and deal in shares stocks  
debentures and securities of any kind issued or  
guaranteed by any body of whatever nature and  
wheresoever constituted or carrying on business.

Camelion  
&  
Markby



ESL  
Lloyds  
005882

- (B) To carry on any other business whatsoever which can in the opinion of the directors be advantageously or conveniently carried on by the Company by way of extension of or in connection with any business which the Company is authorised to carry on or is calculated directly or indirectly to develop any business which the Company is authorised to carry on or to increase the value of or turn to account any of the Company's assets property or rights.
- (C) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (D) To acquire the whole or any part of the business property and liabilities of any company or person possessed of property suitable for the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to undertake and carry on or to liquidate and wind up any such business.

- (E) To acquire and hold any shares stock securities or debentures of or other investments in any company having objects wholly or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (F) To purchase take on lease exchange hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the Company is authorised to carry on.
- (G) To apply for take out purchase or otherwise acquire and maintain any designs trade marks patent rights inventions copyrights or secret processes and any other intangible property and to use exercise develop grant licences in respect of or otherwise turn to account any such property rights and information.
- (H) To build construct maintain alter enlarge pull down remove or replace any buildings works plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.

- (I) To receive money on deposit or loan with or without allowance of interest thereon and to borrow raise or secure the payment of money by mortgage charge or lien or by the issue of debentures or debenture stock perpetual or otherwise or in any other manner either with or without security and to charge all or any of the property or assets of the Company whether present or future including its uncalled capital to support any obligation of the Company or any other company or person and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To invest and turn to account any moneys in the acquisition or upon the security of any real or personal property of any kind whatsoever or by placing the same on deposit or in any other manner.
- (K) To draw make accept indorse negotiate discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (L) To advance and lend money with or without security and to guarantee the performance of

the contracts or obligations or repayment of capital and the principal of and dividends interest or premiums payable on any stock shares securities or debentures of or other investments in any company or person and in particular but without limiting the generality of the foregoing of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by that section) of the Company's holding company and to give all kinds of indemnities.

(M) To pay for any property rights or easements acquired by the Company either in cash or in exchange for any stock shares securities or debentures of or other investments in any company as the directors may think fit or otherwise and to accept any stock shares securities debentures of or other investments in any company or otherwise as the directors may think fit in payment or part payment of any obligation of any company.

(N) To vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on behalf or

for the benefit of the Company and with or without any declared trust in favour of the Company.

- (O) To sell lease grant licences easements and other rights over and in any other manner dispose of the undertaking property assets rights and effects of the Company or any part thereof for such consideration as the directors may think fit.
- (P) To distribute in specie among the members of the Company any property of the Company.
- (Q) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.
- (R) To establish or promote or concur in establishing or promoting any company for the purposes of acquiring the whole or any part of the property business or undertaking of the Company or for furthering any of the objects of the Company and to acquire and hold any shares stock securities or debentures of or other investments in any



such company and to issue place underwrite or guarantee the subscription for or concur in issuing placing underwriting or guaranteeing the subscription for any shares stock securities or debentures of or other investments in any company whatsoever.

(S) To enter into and carry into effect any agreement or arrangement for the sharing of profits or for the conduct of any business of the Company in association with or through the agency of any other company or person or any joint adventure reciprocal concession or other agreement of a like nature with any company or person.

(T) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorised to carry on and to re-construct the Company in any manner authorised by any legislation for the time being in force.

(U) To take all necessary or proper steps in Parliament or with the authorities national local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of furthering the interests of

the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to procure the registration or incorporation of the Company in or under the laws of any place outside England.

- (V) To subscribe or guarantee money for any national charitable benevolent public general or useful object or for any purpose which in the opinion of the directors is likely directly or indirectly to further the objects of the Company or the interest of its members.

- (W) To grant pensions or gratuities to and provide for the welfare of any persons who are or at any time have been employees officers or directors of the Company or its predecessors in any business of the Company or of any company in which the Company is in any way interested or the families relations connections or dependants of any such persons and to establish or support associations institutions clubs funds and trusts which may

be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members and to make payments towards insurances to institute or contribute to pension schemes and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including officers and directors) or any of them.

- (X) To undertake and carry on the office or offices and duties of trustee custodian trustee executor administrator liquidator receiver attorney or nominee of or for any company or person scheme trust fund government state municipal or other body politic and to undertake and execute any trust or discretion and to distribute amongst the beneficiaries pensioners or other persons entitled thereto any income capital or annuity whether periodically or otherwise and

whether in money or specie in furtherance of any trust discretion or other obligation or permission.

- (Y) To do all or any of the things and matters aforesaid in any part of the world and either as principals agents independent contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (Z) To do all such other things as the directors may think incidental or conducive to the above objects or any of them.

The objects set forth in any sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

11.

Where the context so admits the phrase "company or person" shall be deemed to include any body corporate or unincorporate association firm company or person and the word "company" shall be deemed to include any body corporate or unincorporate.

4. The liability of the members is limited. ✓
5. The share capital of the Company is £100  
divided into 100  
shares of £1 each .

WE, the several persons whose names and 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

---

SIMON JAMES MORRIS  
MOOR HOUSE  
LONDON WALL  
LONDON  
EC2Y 5HE

*Simon Morris*

ONE

Solicitor

CHRISTOPHER ALLEN ALEXANDER  
MOOR HOUSE  
LONDON WALL  
LONDON  
EC2Y 5HE

ONE

Solicitor

Total number of shares taken

TWO

---

DATED this 17th day of March 19 83

WITNESS to the above Signatures:-

ANDREW LITTLEJOHNS  
MOOR HOUSE  
LONDON WALL  
LONDON  
EC2Y 5HE

*Andrew Littlejohns*

Solicitor

1719652/4

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

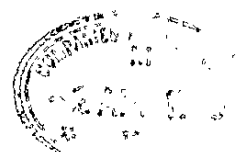
ARTICLES OF ASSOCIATION

- of -

ELSALENE LIMITED

PRELIMINARY

1. Regulations numbered 3, 22, 24, 73(A), 75, 76, 77, 79, 84(2), 84(4), 88 to 94 (inclusive), 97, 99, 106 to 109 (inclusive), 116, 128, 128(A) and 136 of Part I of Table A ("Table A") in the First Schedule to the Companies Act 1948 as modified by the Companies Acts 1948 to 1980 (as defined by Section 90(2) of the Companies Act 1980) shall not apply to the Company and save as aforesaid the remaining regulations of Table A, together with the



following regulations shall constitute the Articles of Association of the Company.

SHARES

2. (A) The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

(B) The general authority conferred by paragraph (A) of this Article (supra) shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.

(C) The Directors shall be entitled under the general authority conferred by Article 2 (supra) to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.



3. The Company is a private company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or 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 these shares or debentures being offered for sale to the public.

4. Subject to the provisions of Part III of the Companies Act 1981:

(a) any shares may be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed;

(b) the Company may purchase any of its shares.

In either such case, the Company may redeem or purchase any of its shares out of distributable profits of the Company or the proceeds of a fresh issue of shares or in any other manner permitted by the Companies Acts.

5. The provisions of section 17(1) (6) and (7) of the Companies Act 1980 shall not apply to the Company.

#### LIEN

6. The lien conferred by regulation 11 of Table A, shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether such person shall be the sole registered holder or one of several joint holders.

CALLS ON SHARES

7. In regulation 15 of Table A, the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER OF SHARES

8. Every instrument of transfer must be in writing in any usual or common form or in any other form acceptable to the directors and must be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the register of members in respect thereof.

9. 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.

PROCEEDINGS AT GENERAL MEETINGS

10. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting be of sufficient magnitude to affect the result of the relevant resolution.

11. Subject to the provisions of the Companies Acts 1948 to 1980, a resolution in writing signed or approved by letter or telex by all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid or being corporations by their duly authorised representatives or their attorneys.

6.

12. Regulation 54 of Table A shall be amended by the addition thereto after the words "may determine" of the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum."

DIRECTORS

13. Unless the Company in general meeting otherwise determines the number of directors shall not be less than two. The quorum for meetings of the directors shall be determined by the directors from time to time and failing such determination two directors present in person or by an alternate shall constitute a quorum but one alternate representing two directors shall not constitute a quorum.

14. A director (and an alternate director) present at any meeting of the directors or committee of the directors shall not be required to sign his name in a book.

Regulation 86 of Table A, shall be modified accordingly.

15. Any director may appoint any person (approved by a majority of the remaining directors (such approval not to be unreasonably withheld)) to be his alternate and, subject as hereinafter provided, any such person shall be subject to the provisions of these Articles with regard to

directors. An alternate director shall be entitled to receive notices of all meetings of the directors and to attend and vote as a director at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the director by whom he was appointed. An alternate director shall, ipso facto, vacate his office if and when his appointor ceases, for whatever reason, to be a director or when his appointor revokes such appointment. Any such appointment or revocation shall be in writing signed by the director making the same and shall (subject to approval as aforesaid) be effective on delivery to the registered office of the Company or to the Chairman of any meeting. An alternate director shall have a separate vote for each director he is representing and if the alternate director is himself a director, such vote or votes shall be in addition to his own vote. An alternate director shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him. Any remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him.

16. A director and an alternate director need not be members of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company.

17. The remuneration of the directors shall be such sum (if any), as is from time to time determined by the Company in general meeting and shall be deemed to accrue from day to day. The directors (including alternate directors) shall be entitled to be repaid by the Company all such reasonable travelling, hotel and incidental expenses as they may properly incur in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or otherwise in or about the business of the Company.

18. Notwithstanding Section 185 of the Act, a person who has attained the age of seventy shall be capable of being appointed or elected a director and a director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age.

19. In regulation 95 of Table A, the words "Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting" shall be omitted.

20. The Company may by extraordinary resolution remove any director before the expiration of his period in office and may by an ordinary resolution appoint any person to be a director whether in place of a director removed as aforesaid or under regulation 96 of Table A, or to fill a casual vacancy or as an additional director.

#### BORROWING POWERS

21. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to section 14 of the Companies Act 1980 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 party.

#### POWER AND DUTIES OF DIRECTORS

22. A director (including an alternate director) may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and he shall be included in determining the quorum for any meeting at which such contract, arrangement or matter is considered.

DISQUALIFICATION OF DIRECTORS

23. The office of a director shall be vacated if the director:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited by law from being a director; or
- (c) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 of discharging his duties as a director; or
- (d) resigns his office by notice in writing to the Company; or
- (e) absents himself from meetings of the directors during a continuous period of six months without leave of absence from the directors and within three months they resolve that by reason of such absence he vacates his office.

PROCEEDINGS OF DIRECTORS

24. A resolution in writing signed or approved by letter, telex or cable by each director or his alternate who was entitled at the relevant time to notice of a meeting of the directors shall be as valid and effective as if it had been passed at a meeting of the directors



11.

duly convened and held and when signed may consist of several documents each signed or approved by one or more of the persons aforesaid.

EXECUTIVE DIRECTORS

25. (A) The board of directors may from time to time appoint one or more of their number to be the holder of any executive office, including but not limited to that of managing director, joint managing director, or assistant managing director, for such period and on such terms as they think fit, but so that no executive director shall be invested with any powers which the board of directors itself could not have exercised. The remuneration of an executive director may be of any description and may include admission to or continuance of membership of any scheme or fund instituted or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants or the payment of a pension or other benefits to him or his dependants on or after retirement or death irrespective of membership of any such scheme or fund.

(B) An executive director shall, subject to the provisions of any contract between him and the

Company, be subject to the same provisions as to removal as the other directors of the Company and if he ceases for any reason to hold the office of director his appointment as executive director shall automatically determine provided that such determination shall be without prejudice to any claim he may have for damages for breach of any contract between him and the Company.

#### CAPITALISATION OF RESERVES

26. The Company in general meeting may upon the recommendation of the directors resolve that any sum for the time being standing to the credit of any of the Company's reserves (including any capital redemption reserve fund or share premium account) or to the credit of profit and loss account be capitalised and applied on behalf of the members who would have been entitled to receive the same if the same had been distributed by way of dividend and in the same proportions either in or towards paying up the amounts for the time being unpaid on any shares held by them respectively or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and among such holders in the proportions

aforesaid or partly in one way and partly in another  
Provided that unless otherwise resolved by the Company in  
general meeting any shares to be issued pursuant to this  
regulation shall carry the same rights as the shares in  
respect of which such new shares are issued. Provided  
further that the only purpose for which sums standing to  
the credit of any capital redemption reserve fund or share  
premium account may be applied pursuant to this regulation  
shall be the payment up in full of unissued shares to be  
allotted and distributed as aforesaid.

27. The Company in general meeting may on the  
recommendation of the directors resolve that it is  
desirable to capitalise any part of the amount for the  
time being standing to the credit of any of the Company's  
reserve accounts or to the credit of the profit and loss  
account which is not available for distribution by  
applying such sum in paying up in full unissued shares to  
be allotted as fully paid bonus shares to those members of  
the Company who would have been entitled to that sum if it  
were distributed by way of dividend (and in the same  
proportions) and the directors shall give effect to such  
resolution.

28. In Regulation 129 of Table A the words "whenever a  
resolution is passed in pursuance of Regulation 128

14.

or 128A above" shall be omitted and the words "whenever a resolution is passed in pursuance of Article 26 or 27 hereof" shall be substituted therefor.

#### DIVIDENDS

29. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part III of the Companies Act 1980 which apply to the Company.

#### INDEMNITY

30. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal. No director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto. This regulation shall only have effect in so far as its provisions are not rendered void by Section 205 of the Act.

---

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

SIMON JAMES MORRIS  
MOOR HOUSE  
LONDON WALL  
LONDON  
EC2Y 5HE

Solicitor

*Simon Morris*

CHRISTOPHER ALLEN ALEXANDER  
MOOR HOUSE  
LONDON WALL  
LONDON  
EC2Y 5HE

Solicitor

*Christopher Allen Alexander*

DATED this 17th / day of March 19 83

WITNESS to the above signatures:-

ANDREW LITTLEJOHNS  
MOOR HOUSE  
LONDON WALL  
LONDON  
EC2Y 5HE

Solicitor

*Andrew Littlejohns*



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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

1

Please do not  
write in this  
binding margin



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

Company number

1719652/5

Name of Company

ELSALENE

Limited\*

\* delete if  
inappropriate

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

Moor House, London Wall; London EC2Y 5HE

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

X

Cameron & Markby, Moor House, London Wall, London EC2Y 5HE

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

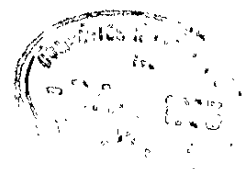
Presentor's  
reference (if any):

Cameron & Markby  
Moor House  
London Wall  
London EC2Y 5HE

Ref: SM

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)	Simon James Morris	Business occupation	Solicitor
Former name(s) (note 3)		Nationality	British
Address (note 4)	Moor House, London Wall, London EC2Y 5HE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
See schedule attached			
I hereby consent to act as director of the company named on page 1			
Signature		Date 17th March 1983	

Name (note 2)	Christopher Allen Alexander	Business occupation	Solicitor
Former name(s) (note 3)		Nationality	British
Address (note 4)	Moor House, London Wall, London EC2Y 5HE	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 17th March 1983	

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	

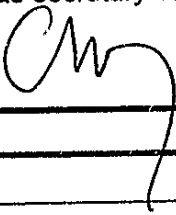
Please do not  
write in this  
binding margin



**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:

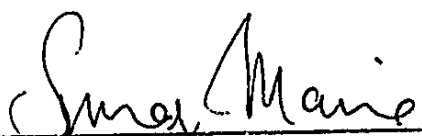
Name (notes 2 & 7)	Cameron & Markby
Former name(s) (note 3)	
Address (notes 4 & 7)	Moor House, London Wall, London EC2Y 5HE
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 17th March 1983


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] [Agent]† Date 17th March 1983

Signature  [Subscriber] [Agent]† Date 17th March 1983



PARTICULARS OF OTHER DIRECTORSHIPS

SIMON JAMES MORRIS

Ermelo Limited

Zenton Limited

Zoutpan Limited

Grimsel Limited

Grampus Limited

Harrismith Limited

Knaben Limited

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1719652

I hereby certify that

ELSALENE LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 29TH APRIL 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies