

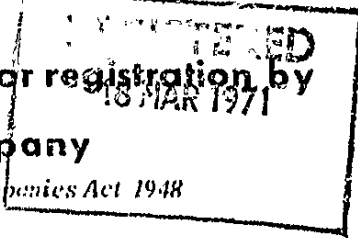
of Company No. 7002/1

Form No. 1F
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

List of documents delivered for registration by
an overseas company

Pursuant to Section 407 of the Companies Act 1948



Name of Company General Services Cyprus Co-operative Organisation (Cy-Coops) Limited

List of documents delivered to the Registrar of Companies for registration, pursuant to Section 407 of the Companies Act, 1948, by the above-named company which is a company incorporated in (see note 1) Cyprus

and which has a place of business within Great Britain at 12-13 Henrietta Street, London, W.C.2.

(A) A certified copy of the (see note 2) Bye-laws

(B) A list (on form no. 2F) of the directors and secretary of the company containing the particulars required by Section 407(2) of the Companies Act 1948

(H) A list (on form no. 3F) of the names and addresses of the persons resident in Great Britain authorised to accept on behalf of the company service of process and any notices required to be served on the company.

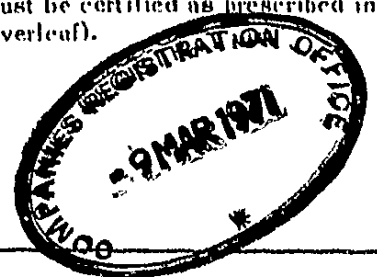
Signatures of the persons authorised under Section 407(1)(C) of the Companies Act 1948 or of some other person in Great Britain duly authorised by the company

Date 5th March 1971

Margin reserved for binding

Notes 1. Insert country of origin.

2. Insert "Charter", "Statutes", "Memorandum or Articles of Association" or other instrument as the case may be. If the instrument is not written in the English language, a certified translation thereof must be furnished. The copy of the instrument and translation (if any) must be certified as prescribed in paragraphs 2 and 5 of the Companies (Forms) Order, 1949 (see overleaf).



Presented by: Richards, Butler & Co.,
Stone House,
128-140 Bishopsgate, London, E.C.2.

The Companies (Forms) Order 1949 (as amended)

Paragraphs 2 and 5

2. A certified copy of the charter, statutes or memorandum and articles of the company or other instrument constituting or defining the constitution of the company required to be delivered by an oversea company to the registrar under section 407 of the Act shall be deemed to be certified as a true copy if in the place of incorporation of the company it is —

- (a) duly certified as a true copy by an official of the Government to whose custody the original is committed; or
- (b) duly certified as a true copy by a notary public of the place of incorporation; or
- (c) duly certified as a true copy on oath by some officer of the company before some person having authority to administer an oath as provided by section 3 of the Commissioners for Oaths Act, 1889 (52 & 53 Vict. c. 10).

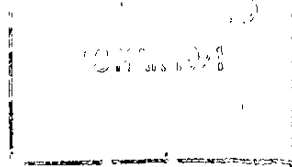
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5.—(1) A translation of a charter, statutes or memorandum and articles of association or other instrument constituting or defining the constitution of a company or any account or document to be delivered to the registrar under the Act shall be certified to be a correct translation.

- (a) if made in a foreign country, by —
 - any of the British officials mentioned in section 6 of the Commissioners for Oaths Act, 1889, or by any person whom any such official certifies is known to him as competent to translate it into the English language;
- (b) if made outside the United Kingdom in any of Her Majesty's dominions or in any place under Her Majesty's protection or where Her Majesty has jurisdiction, by —
 - a person having authority to administer an oath as provided by section 3 of the Commissioners for Oaths Act, 1889;
- (c) if made in Northern Ireland, by —
 - (i) a notary public in Northern Ireland, or
 - (ii) a solicitor of the Supreme Court of Judicature of Northern Ireland;
- (d) if made in Scotland, by —
 - (i) a notary public in Scotland, or
 - (ii) a solicitor;
- (e) if made in England, by —
 - (i) a notary public in England, or
 - (ii) a solicitor of the Supreme Court of Judicature of England.

(2) The Board of Trade may in any particular case, if they think fit to do so and upon such conditions as they think fit, permit certified copies or translations to be delivered to the registrar though not certified in accordance with the above requirements.

Γ. Γεωργιάδης



ΟΙ ΠΕΡΙ ΣΥΝΕΡΓΑΤΙΚΩΝ ΕΤΑΙΡΕΙΩΝ ΘΕΣΜΟΙ (ΑΡΘΡΟΝ 14 α)

ΒΙΣΤΟΠΟΙΗΤΙΚΟΝ ΕΓΓΡΑΦΟΝ

Άρθρον 8 τών περι Συνεργατικών Έταιρειών Νόμων
(Κεφ. 114 και Νόμου 28)59.)

Αρ. Έγγραφής. 1/71

Έπι τοίς άφορώδι τήν αίτησιν ύπ' άρ. 1/71 του έτους 1971
ή παρχία... Λευκωσίας.

Διά του παρόντος πιστοποιώ ότι ή Έταιρεία υπό την επωνυμία
«Συνεργατικός Οργανισμός Γενικών Υπηρεσιών Κύπρου (CY-COOPS) ΛΤΔ...» και οι κάρτε
ίσης έχουν δεόντως έγγραφη σήμερον ύπ' έμού εις τό Μητρώον τών Έταιρει
συνφώνως πρός τας προνοίας τών περι Συνεργατικών Έταιρειών Νόμων (Κεφ.
114 και Νόμου 28)59) και τών περι Συνεργατικών Έταιρειών Θεσμών.

ΕΠΙ ΤΗΣ τή ιδιοχείρην μου ύπογραφή εν Λευκωσία ταύτην τήν... 23ην
ημέραν του μηνός Ιανουαρίου, του έτους 1971.

ΕΛΛΗΝ ΕΦΟΡΟΣ
ΣΥΝΕΡΓΑΤΙΚΩΝ ΕΤΑΙΡΕΙΩΝ

INDISTINCT ORIGINAL

THE COOPERATIVE SOCIETIES RULES: (RULE 14 (a))

CERTIFICATE OF REGISTRATION


(Section 8 of the Cooperative Societies Law Chapter 114 and Law 28/59).

Certificate of Registration No. 1/71.

In the matter of application bearing number 1/71 and year 1971 in the District of Nicosia-Cyprus.

I hereby certify that the society under the name of "The General Services Cyprus Cooperative Organization (CY-COOPS) LIMITED and its bye-laws have this day been duly registered by me in the Register of Societies, in pursuance of the provisions of the Co-operative Societies Laws, (Cap. 114) and Law 28/59 and the Cooperative Societies Rules.

Given under my hand at Nicosia, this the 23rd day of January, 1971.


(Sgd.) A. AZINAS

GREEK REGISTRAR, COOPERATIVE SOCIETIES.

Certified True Copy

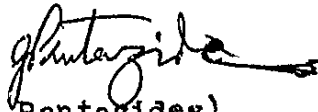

(A. AZINAS)

Commissioner

for Cooperative Development.

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This is to certify that the above is the signature of Mr. A. Azinas, Commissioner for Co-operative Development.




(G. Pantazides)
for Director-General
Ministry of Commerce & Industry.

This is to certify that the signature "G. Pantazides" appearing
overleaf is the signature of Mr. G. Pantazides, signing for the
Director-General, Ministry of Commerce & Industry of the
Republic of Cyprus.

Nicosia,
8th February, 1971.



G. Pantazides
(K) IACOVOU

For Director-General
Ministry of Foreign Affairs
of the Republic of Cyprus.

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THE GENERAL SERVICES CYPRUS COOPERATIVE
ORGANIZATION (CY-COOPS) LIMITED.

Name, Area of Operations, Address and Objects

1. The Name of the Society is "The General Services Cyprus Cooperative Organization (CY-COOPS) Limited.
2. The Address of the Organization is Nicosia Cyprus.
3. The area of the operations of the Organization is the Island of Cyprus and any other country.
4. The objects of the organization are:-
 - (a) The establishment abroad of office or offices for the marketing of agricultural or other products and the rendering of services, of any other nature,
 - (b) The clearing of goods, chartering or agencing of ships, aeroplanes or any other means of transport either on account of the organization, or on behalf of its members,
 - (c) the rendering of Tourist Services,
 - (d) representation or in any other way the rendering of services to its members locally and abroad,
 - (e) the performance of any other works relevant to the objects of the organization,
 - (f) the purchase and sale of movable or immovable property locally and abroad and in pledging or mortgage of such property for the requirements of the organization,
 - (g) the contracting of loans for the above objects,
 - (h) the entering into agreement with any other organizations locally or abroad,
 - (i) the organization may become member of any other cooperative organization registered in Cyprus or abroad with the decision of the Committee and the approval of the Commissioner of Cooperative Development,

SHARECAPITAL

5. The Share Capital of the Organization is £250,000.- divided into 2500 shares of £100.- each.

At the issue of a share the Whole value should be paid in cash.

6. Shares may be transferred from one member to another with the approval of the Committee and a fee of 25 milly should be paid by the transferor for each share transferred.

A Share Certificate is issued by the organization for each fully paid up share bearing a distinctive number and signed by the Secretary and at least three members of the Committee.

MEMBERS

7. Any Cooperative Organization in Cyprus or Abroad can become a member of this organization provided that:-

- (a) its written application for membership has been approved by the Committee. If its application is rejected by the Committee it may appeal to the General Meeting of the organization and if the majority of the members present at the general meeting vote in favour of its admittance it will be admitted as member. No organization can be accepted as a member without the prior approval of the Commissioner for Cooperative Development.
- (b) paid a registration fee of £5.- in favour of the reserve fund of the organization,
- (c) subscribed to at least 5 shares,
- (d) member-societies which signed the original application for the registration of the society are exempted from condition (a) above,
- (e) Membership shall be terminated:-
 - (i) when issued of winding up order of the Society member concerned and
 - (ii) when member-Society ceasing to hold a least shares as provided in article 7(c) above.

8. The liability of each member for the debts of the organization shall not exceed ten times the nominal value of the prescribed shares of such member.

GENERAL MEETINGS

9. The General meeting shall consist of representatives elected by the Committee of each Society member. Each society member can nominate at least 3 representatives.

Each representative has only one vote and he should exercise it personally.

A representative loses his qualifications as such when:-

- (a) He resigns voluntarily,
- (b) When he ceases to be a member of the Society which he represents,
- (c) His appointment as representative is revoked by the Society which appointed him.

COMMITTEE

10. The Committee of the organization shall consist of 5 persons three of whom shall form quorum.

No person shall be elected as a member of the Committee unless he is elected as representative by the Society member. Any member of the Committee loses his post if he ceases to be representative of any Society-member.

LOANS

11. The organization may for the purpose of carrying out its objects contract loans up to a sum of £250,000.- and pay interest not exceeding the rate of 8%.

12. The Society-members shall use the services of the Organization to the most possible extent.

ACCOUNTS, PROFITS, LOSSES AND RESERVE FUNDS

(i)

13./The accounts of the Organization shall close on the 31st December of each year,

(ii) The Net Profit, after deducting all operational expenses of the Organization and a dividend of 5% on the Share Capital shall be distributed as follows:-

(a) any profit arising from transactions with non members shall be transferred to the reserve fund,

(b) the balance of the net profit is distributed as follows:-

(i) 25% is transferred to the Reserve Fund,

(ii) 30% of net profit. is distributed to members as follows:

SODEM	40%
SELEK	20%
SEDIGEP	20%
SPEL	10%
SENYK	10%.

(iii) 35% of Net Profits are distributed among members in proportion with the volume of business done by each member with the organization,

(iv) 10% of net profits are disposed in accordance with a decision of the Committee and the approval of the Commissioner of Cooperative Development.

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Provided that if/the case of losses in any financial year these shall be born by its members as follows:

SODEM	40%
SELEK	20%
SEDIGEP	20%
SPEL	10%
SENYK	10%

RESERVE FUND

14. The Reserve Fund belongs to the organization and no member can claim any portion there of. The Reserve Fund will be used for the activities of the Organization. On the dissolution of the Organization the Reserve Fund or any LOSSES which may accrue after the Payment of any liabilities will be distributed among its members on the following basis:-

50% to be distributed among members on the basis of share capital held by them and

50% to be distributed among members on the basis of the volume of business done by each Society-member with the organization.

INTERNAL REGULATIONS

15. The Committee shall have the power to make internal regulations for the conduct of the affairs of the organization. No such regulations can be valid unless ratified by the Commissioner for Cooperative Development.

GENERAL

These bye-laws are supplementary to the provisions of the Cooperative Societies Laws and Rules and this organization shall be governed by the Cooperative Societies Law and Rules and these bye-laws and Internal Regulations, read together.

Certified True Copy

(A. AZINAS)

Commissioner

for Cooperative Development.

This is to certify that the above is the signature of Mr. A. Azinas, Commissioner for Co-operative Development.

(G. Pantazides)

for Director-General

Ministry of Commerce & Industry.

This is to certify that the signature "G. Pantazides" appearing above is the signature of Mr. G. Pantazides, signing for the Director-General, Ministry of Commerce & Industry of the Republic of Cyprus.

Nicosia,
8th February, 1971.



(A. IACOVOU)

for Director-General

Ministry of Foreign Affairs
of the Republic of Cyprus.