

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

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

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

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

Name of company

\* insert full name of Company

VVG LIMITED

I, Lynda Spencer, signing on behalf  
of Hallmark Secretaries Limited  
140 Tabernacle Street  
London EC2A 4SD

† delete as appropriate

do solemnly and sincerely declare that I am a ~~SOLELY~~ ~~SECRETARY~~ ~~OF~~ ~~THE~~ ~~ABOVE~~ ~~COMPANY~~ ~~AND~~ ~~AS~~ ~~SECRETARY~~ ~~OF~~ ~~THE~~ ~~ABOVE~~ ~~COMPANY~~ ~~IN~~ ~~THE~~ ~~STATEMENT~~ ~~DELIVERED~~ ~~TO~~ ~~THE~~ ~~REGISTRAR~~ ~~UNDER~~ ~~SECTION~~ ~~10(2)~~† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with, And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 40 Newcombe Park  
Mill Hill  
London NW7

Declarant to sign below

the 21 SEP 1993 day of \_\_\_\_\_  
One thousand nine hundred and \_\_\_\_\_  
before me [Signature]

A ~~COMMISSIONER~~ ~~OF~~ ~~SOLICITORS~~ ~~HAVING~~ ~~THE~~ ~~POWERS~~ ~~CONFERRED~~ ~~ON~~ ~~A~~ ~~COMMISSIONER~~ ~~FOR~~ ~~OATHS.~~

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

For official Use	
New Companies Section	Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN	For official use
VVG LIMITED	

Registered office of the company on incorporation.

RO	120 Campden Hill Road
Post town	London
County/Region	
Postcode	W8 7AR

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

Name	Hallmark Company Services Limited
RA	140 Tabernacle Street
Post town	
County/Region	London
Postcode	EC2A 4SD

Number of continuation sheets attached

To whom should Companies House direct any enquiries about the information shown in this form?

Hallmark Company Services Limited	
140 Tabernacle Street	
London	Postcode EC2A 4SD
Telephone 071 253 0800	Extension

Name **\*Style/Title**  
 Forenames  
 Surname  
 Previous forenames  
 Previous surname

Address

Usual residential address must be given.  
 In the case of a corporation, give the registered or principal office address.

**CS**

HALLMARK SECRETARIES LIMITED

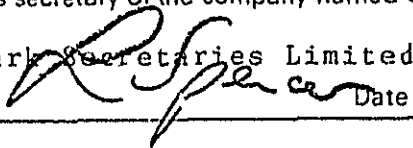
**AD** 140 Tabernacle Street

Post town \_\_\_\_\_

County/Region London

Postcode EC2A 4SD Country \_\_\_\_\_

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

p.p. Hallmark Secretaries Limited  
 Signed  Date **31 SEP 1993**

Consent signature

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name **\*Style/Title**  
 Forenames  
 Surname  
 Previous forenames  
 Previous surname

Address

Usual residential address must be given.  
 In the case of a corporation, give the registered or principal office address.

**CD**

HALLMARK REGISTRARS LIMITED

**AD** 140 Tabernacle Street

Post town \_\_\_\_\_

County/Region London

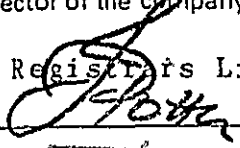
Postcode EC2A 4SD Country \_\_\_\_\_

**DO** \_\_\_\_\_ Nationality **NAI**

**OC** \_\_\_\_\_

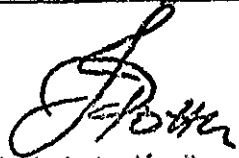
**OD** \_\_\_\_\_

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

p.p. Hallmark Registrars Limited  
 Signed  Date **31 SEP 1993**

\* Voluntary details

Consent signature



Signature of agent on behalf of all subscribers Date \_\_\_\_\_

2857673

THE COMPANIES ACTS 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF VVG LIMITED



J

1. The Company's name is VVG Limited
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

154773

- (A) To carry on business as a general commercial company.
- (B) To carry on any other business which in the opinion of the Company, may be capable of being conveniently or profitably carried on in connection with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (C) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trademarks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (E) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (F) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (G) To enter into arrangements for joint workings in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (H) To purchase or otherwise acquire, take over and undertake all

or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(I) To sell, improve, manage, develop, turn to account, let on rent or royalty or share of profits or otherwise, grant licences or easements or other rights in or over, or in any other manner deal with or dispose of the undertaking and all of any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(J) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

(K) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(L) To lend and advance money or give credit on any terms and with or without security to any company, firm or person (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(M) To borrow or raise money in any manner and to secure the repayment of any money borrowed raised, or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(N) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(O) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(P) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(Q) To distribute among the members of the Company in kind any property of the Company of whatever nature.

(R) To pay all or any expenses in connection with the promotion, formation and incorporation of the Company, or to contract with any company, firm or person to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(S) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

4. The liability of the Members is limited.

5. The Company's share capital is £2,500,000 divided into 25,000,000 Shares of 10p each.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of Shares  
taken by each Subscriber

Hallmark Secretaries Limited  
140 Tabernacle Street  
London  
EC2A 4SD

One



Hallmark Registrars Limited  
140 Tabernacle Street  
London  
EC2A 4SD

One



Dated the 1st day of September 1993

Witness to the above signatories:-

David Ordish  
140 Tabernacle Street  
London  
EC2A 4SD



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF VVG LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in The Companies (Table A to F) Regulations 1985 ("Table A") shall apply to the Company.

2. Regulations 3, 8, 24, 41, 46, 48, 64, 67, 73 to 77 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

4. (a) All unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares grant options over or otherwise dispose of the same to such persons and on such terms as they think fit at any time or times during the period of five years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period.

(b) The authority given above may be renewed revoked or varied by Ordinary Resolution of the company in General Meeting.

5. (a) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(b) All unissued shares which are not comprised in the authorised share capital of the Company with which the Company is incorporated shall be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and a period (not being less than 14 days) within which the offer if not accepted will be deemed to be declined. After the expiration of this period or if



earlier on receipt of a written refusal of acceptance those shares so declined shall be offered to the members, who have within the said period accepted all the shares offered to them, in the proportion aforesaid in like terms in the same manner and limited by a like period as the original offer. The directors may in accordance with the provisions of this article allot grant options over or otherwise dispose of such shares not accepted pursuant to such offers together with any shares not capable of being offered aforesaid except by way of fractions to such persons on such terms as they think fit.

#### LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at the fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not it is a fully paid share) registered in the name of any member whether solely or one of two or more joint holders for all such moneys presently payable by him or his estate to the company. But the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

7. The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of any share whether or not it is a fully paid share.

#### GENERAL MEETINGS

8. In every notice convening a General Meeting of the company there shall appear a statement that a member entitled to attend and vote is entitled to appoint a proxy and the proxy need not be a member of the Company and Regulation 38 of Table A shall be modified accordingly.

9. (a) If the quorum prescribed by Regulation 40 of Table A is not present within 30 minutes from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine.

(b) If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the Meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the Meeting shall constitute a quorum.

10. (a) A resolution put to the vote of a Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded.

(b) A poll may be demanded by the chairman or by a member (present in person or by proxy) having the right to attend and vote at the meeting.

(c) The demand for a poll may before the poll is taken be withdrawn.

(d) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

11. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

#### VOTES OF MEMBERS

12. The words "or by proxy" shall be inserted after the word "person" in regulation 54 of Table A.

13. The words "Unless the directors determine otherwise" shall be inserted at the commencement of Regulation 57 of Table A.

14. The words "30 minutes" shall be substituted for "48 hours" in Regulation 62(a) of Table A and for "24 hours" in Regulation 62(b) of Table A.

#### DIRECTORS

15. The first director or directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

16. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum numbers of directors and the minimum number of directors shall be one. Whenssoever there shall be a sole director such director may exercise all the powers discretions and authorities vested in the directors by these Articles and by Table A. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A.

17. The directors may exercise all the powers of the Company to borrow without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock or any other securities whether outright or as security for any debt liability or obligation of the company or of any third party.

18. (a) The words "and may also determine the rotation in which any additional directors are to retire" shall be omitted from regulation 78 of Table A.

(b) The second and third sentences of Regulation 79 of Table A shall be omitted.

19. A director who is in any way either directly or indirectly interested in any contract transaction or arrangement (whether actual or proposed) with the company or in which the company is otherwise interested shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure a director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and whether or not he votes he shall be counted in reckoning whether a quorum is present or not.

## NOTICES

20. The third sentence of Regulation 112 of Table A shall be omitted and the following sentence be inserted as the final sentence "A member whose registered address is not within the United Kingdom is entitled to receive any notice from the Company and that such notices be sent to the registered address by prepaid airmail".

## INDEMNITY

21. In addition to the indemnity conferred by regulation 118 of Table A and subject to the provisions of the Act every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses losses or liabilities incurred by him as agent of the company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

Names and Addresses of Subscribers

Hallmark Secretaries Limited  
140 Tabernacle Street  
London  
EC2A 4SD



Hallmark Registrars Limited  
140 Tabernacle Street  
London  
EC2A 4SD



Dated the 1st day of September 1993

Witness to the above signatories:-

David Ordish  
140 Tabernacle Street  
London  
EC2A 4SD





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

No. 2857673

I hereby certify that

VVG LIMITED

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 28 SEPTEMBER 1993

*P. Bevan*  
P. BEVAN

an authorised officer