

FILE COPY



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

Company No. 312981

The Registrar of Companies for Scotland hereby certifies that

MILLER ROMANIA TWO LIMITED

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

Given at Companies House, Edinburgh, the 4th December 2006



NSC312981F



C O M P A N I E S H O U S E

Please complete in typescript,
or in bold black capitals

CHFP041

Declaration on application for registration

312981

Company Name in full

Miller Romania Two Limited

I, Aaron Steven Mitchell
of Shepherd and Wedderburn LLP

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~†~~(Solicitor engaged in the formation of the company) ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 19 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835

Declarant's signature

AS Mitchell

Declared at Edinburgh

Day Month Year

on 3 | 0 | 1 | 1 | 2 | 0 | 0 | 6

Ⓞ Please print name

before me[Ⓞ] Andrew William MacKenzie

Signed

Andrew MacKenzie

Date 1/12/06

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Shepherd and Wedderburn LLP
Saltire Court, 20 Castle Terrace, Edinburgh
EH1 2ET Tel 0131 228 9900
DX number DX553049 DX exchange EDINBURGH 18

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland
DX 235 Edinburgh
or LP 4 Edinburgh 2

FRIDAY
10/03
SCT 01/12/2006 211
COMPANIES HOUSE
SNBYIKZP

Please complete in typescript,
or in bold black capitals

CHFP041

100

**First directors and secretary and intended situation
of registered office**

Notes on completion appear on final page

Company Name in full

Miller Romania Two Limited

Proposed Registered Office
(PO Box numbers only, are not acceptable)

	Miller House	
	2 Lochside View, Edinburgh Park	
Post town	Edinburgh	
County / Region	Midlothian	Postcode EH12 9DH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

x

Agent's Name	Shepherd and Wedderburn LLP	
Address	Saltire Court	
	20 Castle Terrace	
Post town	Edinburgh	
County / Region	Midlothian	Postcode EH1 2ET

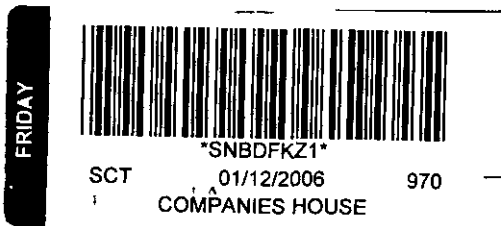
Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if
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the form. The contact information
that you give will be visible to
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Shepherd and Wedderburn LLP	
Saltire Court, 20 Castle Terrace, Edinburgh	
EH1 2ET	Tel 0131 228 9900
DX number DX553049 DX exchange EDINBURGH 18	

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (see notes 1 5)

Company name Miller Romania One Limited

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s) Pamela June

Surname Smyth

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation or Scottish firm, give the registered or principle office address

Address ††

53 East Craigs Wynd

Post town Edinburgh

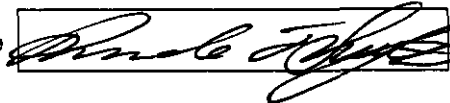
County / Region Midlothian

Postcode EH12 8JH

Country United Kingdom

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

Consent signature



Date 29.11.06

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) Andrew

Surname Sutherland

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation or Scottish firm, give the registered or principle office address

Address ††

87 Whitehouse Road

Post town Edinburgh

County / Region Midlothian

Postcode EH4 6PB

Country United Kingdom

Day Month Year

Date of birth

2 | 2 | 0 | 1 | 1 | 9 | 6 | 1

Nationality British

Business occupation

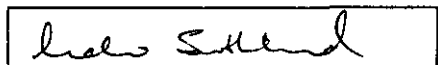
Company director

Other directorships

See attached sheets

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

Consent signature



Date 29.11.06

Directors (continued) (see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc		
*Voluntary details	Forename(s)	Philip Hartley				
	Surname	Miller				
	Previous forename(s)					
	Previous surname(s)					
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.	Address †	20 Gardiner Road				
		Blackhall				
		Post town	Edinburgh			
		County / Region	Midlothian	Postcode	EH4 3RR	
		Country	United Kingdom			
			Day	Month	Year	
	Date of birth	1 7	1 0	1 9	5 6	Nationality British
	Business occupation	Company director				
	Other directorships	See attached sheets				
		I consent to act as director of the company named on page 1				
	Consent signature				Date	29.11.06

This section must be signed by

Either

an agent on behalf of all subscribers

Signed **Date** 30/11/06

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that.

for a married woman, the name by which she was known before marriage need not be given,

names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

Show for each individual director the director's date of birth, business occupation and nationality
The date of birth must be given for every individual director.

- 4 Other directorships

Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**

dormant,

a parent company which wholly owned the company making the return,

a wholly owned subsidiary of the company making the return, or

another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

Company Secretary (see notes 1 5)

Form 10 Continuation Sheet



Company Name Miller Romania Two Limited

NAME *Style / Title [] *Honours etc []

Forename(s) []

Surname []

Previous forename(s) []

Previous surname(s) []

Address † []

Post town []

County / Region [] Postcode []

Country []

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

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

Consent signature [] Date []

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title [] *Honours etc []

Forename(s) David Thomas

Surname Milloy

Previous forename(s) []

Previous surname(s) []

Address † []

Post town Glasgow

County / Region Strathclyde Postcode G74 5AT

Country United Kingdom

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Day Month Year

Date of birth 0 | 1 | 0 | 5 | 1 | 9 | 6 | 5 Nationality British

Business occupation Company director

Other directorships See attached sheets

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

Consent signature [Signature] Date 29 11 06

**PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES**

Go Back

Name: ANDREW SUTHERLAND
Nationality: BRITISH
Latest Address: 87 WHITEHOUSE ROAD
 EDINBURGH
 LOTHIAN
Postcode: EH4 6PB

Date of Birth: 22/01/1961

Company Appointments: Current 61 / Resigned 33 / Dissolved 7

To view company details, click on the appropriate company number
 Click [HERE](#) to exclude Resigned and Dissolved appointments

DIRECTOR
Occupation: Appointed 30/09/1999
 DIR OF PROPERTY DEVELOPMENT
Company Number: [SC190454](#)
Company Name: EDINBURGH QUAY LIMITED
 Active

DIRECTOR
Occupation: Appointed 14/06/2001
 DIRECTOR OF PROPERTY DEVELOPME
Company Number: [04144791](#)
Company Name: CITY ROAD BASIN LIMITED
 Active

DIRECTOR
Occupation: Appointed 17/09/2001
 DIRECTOR OF PROPERTY DEVELOPME
Company Number: [SC223011](#)
Company Name: FREESHINE LIMITED
 Active

DIRECTOR
Occupation: Appointed 03/04/2002
 DIRECTOR OF PROPERTY DEVELOPME
Company Number: [SC226344](#)
Company Name: MILLER BRITANNIA LIMITED
 Active

DIRECTOR
Occupation: Appointed 15/04/2002
 DIRECTOR
Company Number: [04416377](#)
Company Name: MILLER SWANSEA NOMINEE NO 1 LIMITED
 Active

DIRECTOR
Occupation: Appointed 15/04/2002
 Dissolved. 08/06/2004
 DIRECTOR
Company Number: [04416385](#)
Company Name: MILLER SWANSEA NOMINEE NO 2 LIMITED
 Dissolved

DIRECTOR
Occupation: Appointed 15/04/2002
 DIRECTOR OF PROPERTY DEVELOPME
Company Number: [04416302](#)
Company Name: MILLER WIGAN NOMINEE NO 1 LIMITED
 Active

DIRECTOR Occupation: Company Number: Company Name:	Appointed: 15/04/2002 Dissolved 08/06/2004 DIRECTOR <u>04416312</u> MILLER WIGAN NOMINEE NO 2 LIMITED Dissolved
DIRECTOR Occupation: Company Number: Company Name:	Appointed 15/04/2002 Dissolved. 28/02/2006 DIRECTOR OF PROPERTY DEVELOPME <u>04416323</u> MILLER BIRKENHEAD NOMINEE NO 1 LIMITED Dissolved
DIRECTOR Occupation: Company Number: Company Name:	Appointed 15/04/2002 Dissolved 15/06/2004 DIRECTOR <u>04416329</u> MILLER BIRKENHEAD NOMINEE NO 2 LIMITED Dissolved
DIRECTOR Occupation: Company Number: Company Name:	Appointed 15/04/2002 Dissolved 08/06/2004 DIRECTOR <u>04416342</u> MILLER DONCASTER NOMINEE NO 1 LIMITED Dissolved
DIRECTOR Occupation: Company Number: Company Name:	Appointed 15/04/2002 Dissolved 08/06/2004 DIRECTOR <u>04416349</u> MILLER DONCASTER NOMINEE NO 2 LIMITED Dissolved
DIRECTOR Occupation: Company Number: Company Name:	Appointed 15/04/2002 DIRECTOR OF PROPERTY DEVELOPME <u>04416359</u> SQ1 LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 15/04/2002 Dissolved 08/06/2004 DIRECTOR <u>04416369</u> MILLER BATH NOMINEE NO 2 LIMITED Dissolved
DIRECTOR Occupation: Company Number: Company Name:	Appointed. 28/05/2002 DIRECTOR OF PROPERTY DEVELOPME <u>04263502</u> OMEGA WARRINGTON LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 19/06/2002 DIRECTOR OF PROPERTY DEVELOP <u>SC228859</u> EDINBURGH QUAY CAR PARK MANAGEMENT LIMITED Active
DIRECTOR	Appointed 25/06/2002

Occupation. Company Number: Company Name:	DIRECTOR OF PROPERTY DEVELOPME <u>SC233224</u> EDINBURGH QUAY MANAGEMENT LIMITED Active
DIRECTOR Occupation. Company Number: Company Name:	Appointed: 08/07/2002 DIRECTOR OF PROPERTY DEVELOP <u>SC175667</u> PACIFIC SHELF 728 LIMITED Active
DIRECTOR Occupation. Company Number: Company Name:	Appointed 14/03/2003 DIRECTOR OF PROPERTY DEVELOPME <u>SC245711</u> MILLER DEVELOPMENTS (WARRISTON ROAD) LIMITED Active
DIRECTOR Occupation. Company Number Company Name	Appointed 11/11/2003 DIRECTOR OF PROPERTY DEVELOPME <u>SC259049</u> EDINBURGH QUAY (QUEEN STREET) LIMITED Active
DIRECTOR Occupation Company Number: Company Name:	Appointed 10/02/2004 DIRECTOR OF PROPERTY DEVELOPME <u>SC176099</u> MILLER (CENTRAL HOUSE) LIMITED Active
DIRECTOR Occupation Company Number: Company Name:	Appointed 10/02/2004 DIRECTOR OF PROPERTY DEVELOPME <u>04155620</u> MILLER (ARENA CENTRAL) LIMITED Active
DIRECTOR Occupation. Company Number. Company Name:	Appointed 31/03/2004 DIRECTOR <u>04934401</u> 259 CITY ROAD LIMITED Active
DIRECTOR Occupation: Company Number: Company Name	Appointed 31/03/2004 DIRECTOR OF PROPERTY DEVELOPME <u>SC167959</u> SOUTH QUEENSFERRY LIMITED Active
DIRECTOR Occupation. Company Number Company Name.	Appointed 03/09/2004 DIRECTOR OF PROPERTY DEVELOPME <u>05122315</u> MILLER GREGORY (HALIFAX) LIMITED Active
DIRECTOR Occupation. Company Number: Company Name.	Appointed: 14/03/2005 DIRECTOR OF PROPERTY DEVELOPME <u>SC277210</u> EDINBURGH QUAY (ONE) LIMITED Active
DIRECTOR Occupation	Appointed 14/03/2005 DIRECTOR OF PROPERTY DEVELOPME

Company Number	<u>SC280667</u>
Company Name	EDINBURGH QUAY (TWO) LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>SC222583</u>
Company Name	CROMDALE ENTERPRISES LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>04359047</u>
Company Name	115CR (135) LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>04359042</u>
Company Name	115CR (136) LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>04359035</u>
Company Name	115CR (137) LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>04359029</u>
Company Name	115CR (138) LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>04404419</u>
Company Name	MILLER (QUEEN'S DRIVE) LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>05069152</u>
Company Name	MILLER (READING) LIMITED
	Active
DIRECTOR	Appointed 18/03/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>04077156</u>
Company Name	THIRLSTONE CENTROS MILLER LIMITED
	Active
DIRECTOR	Appointed 18/03/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>04416402</u>
Company Name	THE FREMLIN DEVELOPMENT COMPANY LIMITED
	Active
DIRECTOR	Appointed 25/02/2005
Occupation	DIRECTOR OF PROPERTY DEVELOPME
Company Number	<u>01319421</u>

Company Name:	CUSSINS COMMERCIAL DEVELOPMENTS LIMITED Active
DIRECTOR Occupation Company Number: Company Name	Appointed. 25/02/2005 DIRECTOR OF PROPERTY DEVELOPME <u>01332718</u> CUSSINS INVESTMENT PROPERTIES LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 25/02/2005 DIRECTOR OF PROPERTY DEVELOPME <u>04238744</u> MILLER WEDNESBURY LIMITED Active
DIRECTOR Occupation. Company Number. Company Name.	Appointed 25/02/2005 DIRECTOR OF PROPERTY DEVELOPME <u>04633897</u> REDBURN COURT MANAGEMENT COMPANY LIMITED Active
DIRECTOR Occupation: Company Number Company Name	Appointed 25/02/2005 DIRECTOR OF PROPERTY DEVELOPME <u>SC166102</u> MILLER CROMDALE LIMITED Active
DIRECTOR Occupation. Company Number Company Name.	Appointed: 25/02/2005 DIRECTOR OF PROPERTY DEVELOPME <u>SC160930</u> MILLER/CTP (PACIFIC QUAY) LIMITED Active
DIRECTOR Occupation Company Number. Company Name.	Appointed 18/03/2005 DIRECTOR OF PROPERTY DEVELOPME <u>04018553</u> MILLER/CTP (FAREHAM) LIMITED Active

This screen does not include appointments with SE companies or LLP's

More

Director of Miller Alba Limited
Reg No. 312841
Apptd: 30 11 06

**PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES**

Go Back

Name. PHILIP HARTLEY MILLER
Nationality. BRITISH
Latest Address* 20 GARDINER ROAD
 BLACKHALL
 EDINBURGH
 MIDLOTHIAN
Postcode EH4 3RR

Click [HERE](#) for details of other addresses registered at Companies House for this person

Date of Birth. 17/10/1956
Company Appointments. Current 113 / Resigned 21 / Dissolved 11

To view company details, click on the appropriate company number
 Click [HERE](#) to exclude Resigned and Dissolved appointments

SECRETARY
Occupation: Appointed 23/04/2003
 COMPANY DIRECTOR
Company Number. [04626829](#)
Company Name LANGLEY MILL MANAGEMENT COMPANY LIMITED
 Active

DIRECTOR
Occupation Appointed 19/06/2002
 CHARTERED SURVEYOR
Company Number. [SC228859](#)
Company Name: EDINBURGH QUAY CAR PARK MANAGEMENT LIMITED
 Active

DIRECTOR
Occupation: Appointed 30/09/1992
 COMPANY DIRECTOR
Company Number. [SC137394](#)
Company Name: EDINBURGH PARK (MANAGEMENT) LIMITED
 Active

DIRECTOR
Occupation. Appointed 12/03/1990
 CHARTERED SURVEYOR
Company Number. [SC120117](#)
Company Name: MILLER RETAIL CENTRES LIMITED
 Dissolved

DIRECTOR
Occupation Appointed 23/07/1991
 CHARTERED SURVEYOR
Company Number: [SC126384](#)
Company Name. NEW EDINBURGH LIMITED
 Active

DIRECTOR
Occupation Appointed 09/12/1994
 CHARTERED SURVEYOR
Company Number: [SC153509](#)
Company Name RETAIL PARKS (HAMILTON) LIMITED
 Active

DIRECTOR
Occupation. Appointed 19/12/1994
 CHARTERED SURVEYOR
Company Number. [SC153510](#)

Company Name:	RETAIL PARKS (SCOTLAND) LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 28/04/1995 CHARTERED SURVEYOR <u>03026812</u> MILLER/CTP (WIGAN) LIMITED Active
DIRECTOR Occupation Company Number Company Name.	Appointed 09/10/1995 CHARTERED SURVEYOR <u>SC160930</u> MILLER/CTP (PACIFIC QUAY) LIMITED Active
DIRECTOR Occupation Company Number. Company Name	Appointed 01/12/1994 CHARTERED SURVEYOR <u>00849553</u> MILLER DEVELOPMENTS HOLDINGS LIMITED Active
DIRECTOR Occupation Company Number Company Name:	Appointed 02/10/1995 CHARTERED SURVEYOR <u>SC060893</u> MILLER INVESTMENTS NORTHERN LIMITED Active
DIRECTOR Occupation: Company Number. Company Name:	Appointed 30/07/1991 Dissolved 23/09/2005 CHARTERED SURVEYOR <u>02219718</u> QUEEN ANNE STREET LIMITED Dissolved
DIRECTOR Occupation Company Number: Company Name:	Appointed 13/11/1996 CHARTERED SURVEYOR <u>SC168068</u> CENTROS MILLER 1999 LIMITED Active
DIRECTOR Occupation: Company Number Company Name	Appointed 28/02/1997 CHARTERED SURVEYOR <u>SC140381</u> MILLER DEVELOPMENTS (MANAGEMENT SERVICES) LIMITED Active
DIRECTOR Occupation. Company Number Company Name.	Appointed 01/07/1997 CHARTERED SURVEYOR <u>SC018135</u> THE MILLER GROUP LIMITED Active
DIRECTOR Occupation Company Number: Company Name.	Appointed 18/06/1997 CHARTERED SURVEYOR <u>SC174924</u> PACIFIC QUAY DEVELOPMENTS LIMITED Active
DIRECTOR Occupation.	Appointed 10/07/1997 CHARTERED SURVEYOR

Company Number:	<u>SC176099</u>
Company Name:	MILLER (CENTRAL HOUSE) LIMITED Active
DIRECTOR	Appointed 19/08/1997
Occupation	CHARTERED SURVEYOR
Company Number:	<u>SC178109</u>
Company Name	MILLER DEVELOPMENTS NORTHERN LIMITED Active
DIRECTOR	Appointed 19/08/1997
Occupation	CHARTERED SURVEYOR
Company Number:	<u>SC178108</u>
Company Name	MILLER DEVELOPMENTS LIMITED Active
DIRECTOR	Appointed 05/11/1997
Occupation:	Dissolved 28/02/2006
Company Number:	CHARTERED SURVEYOR
Company Name:	<u>03426707</u> CTP/MILLER (SOUTHPORT) LIMITED Dissolved
DIRECTOR	Appointed 18/11/1997
Occupation:	CHARTERED SURVEYOR
Company Number:	03446785
Company Name:	THE BARNSELY MILLER PARTNERSHIP LIMITED Active
DIRECTOR	Appointed. 09/01/1998
Occupation:	Dissolved. 03/03/2006
Company Number:	CHARTERED SURVEYOR
Company Name:	<u>SC180876</u> RETAIL AND LEISURE DEVELOPMENTS LIMITED Dissolved
DIRECTOR	Appointed 22/04/1998
Occupation	CHARTERED SURVEYOR
Company Number	<u>SC115235</u>
Company Name:	MILLER HOLDINGS (INTERNATIONAL) LIMITED Active
DIRECTOR	Appointed. 24/07/1998
Occupation	CHARTERED SURVEYOR
Company Number:	03400684
Company Name:	MILLER (ST NEOTS) LIMITED Active
DIRECTOR	Appointed 07/08/1998
Occupation	CHARTERED SURVEYOR
Company Number:	<u>03573446</u>
Company Name	MILLER (WHITEHALL) LIMITED Active
DIRECTOR	Appointed 14/10/1998
Occupation	CHARTERED SURVEYOR
Company Number:	<u>SC189206</u>
Company Name.	LOTHIAN FIFTY (523) LIMITED Active
DIRECTOR	Appointed 15/02/1999

Occupation. Company Number. Company Name	Dissolved: 28/02/2006 CHARTERED SURVEYOR <u>03666328</u> MILLER (ANGEL PLACE) LIMITED Dissolved
DIRECTOR Occupation Company Number Company Name	Appointed 25/03/1999 Dissolved: 28/02/2006 CHARTERED SURVEYOR <u>03719986</u> FORAY 1203 LIMITED Dissolved
DIRECTOR Occupation. Company Number. Company Name.	Appointed 02/03/1999 Dissolved: 28/02/2006 CHARTERED SURVEYOR <u>03712405</u> PRINTINNER LIMITED Dissolved
DIRECTOR Occupation: Company Number. Company Name.	Appointed 23/04/1999 CHARTERED SURVEYOR <u>03741550</u> MILLER RETAIL PROPERTIES LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 26/03/1999 SURVEYOR <u>03712768</u> CENTROS MILLER INVESTMENTS LIMITED Active
DIRECTOR Occupation. Company Number. Company Name	Appointed. 08/07/1999 CHARTERED SURVEYOR <u>SC196608</u> CENTROS MILLER HOLDINGS LIMITED Active
DIRECTOR Occupation. Company Number Company Name	Appointed 03/11/1999 CHARTERED SURVEYOR <u>01332718</u> CUSSINS INVESTMENT PROPERTIES LIMITED Active
DIRECTOR Occupation. Company Number Company Name.	Appointed. 03/11/1999 CHARTERED SURVEYOR <u>01319421</u> CUSSINS COMMERCIAL DEVELOPMENTS LIMITED Active
DIRECTOR Occupation. Company Number Company Name.	Appointed 05/11/1999 Dissolved 08/06/2004 CHARTERED SURVEYOR <u>03874941</u> MILLER DONCASTER LIMITED Dissolved
DIRECTOR Occupation. Company Number. Company Name.	Appointed 05/11/1999 Dissolved 28/02/2006 CHARTERED SURVEYOR <u>03874931</u> MILLER BIRKENHEAD LIMITED

Dissolved

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 21/01/2000
CHARTERED SURVEYOR
SC191763
MILLER VENTURES LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 15/08/2000
CHARTERED SURVEYOR
04056030
MILLER WIGAN LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 18/08/2000
CHARTERED SURVEYOR
SC208030
MILLER (ABERDEEN) LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 31/08/2000
CHARTERED SURVEYOR
04018553
MILLER/CTP (FAREHAM) LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 18/10/2000
CHARTERED SURVEYOR
04094954
MILLER/CTP (OLDHAM) LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 04/10/2000
CHARTERED SURVEYOR
03728775
CENTROS MILLER GREENWICH SECURED LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 04/10/2000
CHARTERED SURVEYOR
03676251
CENTROS MILLER GREENWICH UK LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 04/10/2000
CHARTERED SURVEYOR
FC021753
CENTROS MILLER GREENWICH CO LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 23/10/2000
CHARTERED SURVEYOR
SC207809
ALBA CAMPUS LIMITED
Active

DIRECTOR
Occupation
Company Number
Company Name:

Appointed 08/09/2000
CHARTERED SURVEYOR
SC209180
MILLERBOS LIMITED
Active

This screen does not include appointments with SE companies or LLP's

More

Director of Miller Alba Limited
Reg No. 312841
App'd 30 11.06

**PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES**

Go Back

Name: DAVID MILLOY
Nationality: BRITISH
Latest Address 1 THORN AVENUE
 THORNTONHALL
 GLASGOW
 LANARKSHIRE
Postcode. G74 5AT

Date of Birth: 01/05/1965
Company Appointments: Current 52 / Resigned 15 / Dissolved 7

To view company details, click on the appropriate company number
 Click [HERE](#) to exclude Resigned and Dissolved appointments

DIRECTOR
Occupation Appointed 14/10/1998
 DEVELOPMENT DIRECTOR
Company Number: SC189206
Company Name LOTHIAN FIFTY (523) LIMITED
 Active

DIRECTOR
Occupation Appointed 30/09/1999
 DIRECTOR
Company Number: 03400684
Company Name: MILLER (ST NEOTS) LIMITED
 Active

DIRECTOR
Occupation. Appointed 22/03/2001
 DIRECTOR
Company Number. 03573446
Company Name: MILLER (WHITEHALL) LIMITED
 Active

DIRECTOR
Occupation Appointed 17/07/2002
 DIRECTOR
Company Number Dissolved 08/06/2004
 04416369
Company Name: MILLER BATH NOMINEE NO 2 LIMITED
 Dissolved

DIRECTOR
Occupation: Appointed 17/07/2002
 DIRECTOR
Company Number Dissolved 28/02/2006
 04416323
Company Name MILLER BIRKENHEAD NOMINEE NO 1 LIMITED
 Dissolved

DIRECTOR
Occupation: Appointed 17/07/2002
 DIRECTOR
Company Number Dissolved 15/06/2004
 04416329
Company Name MILLER BIRKENHEAD NOMINEE NO 2 LIMITED
 Dissolved

DIRECTOR
 Appointed 17/07/2002
 Dissolved 08/06/2004

Occupation: DIRECTOR
 Company Number: 04416342
 Company Name: MILLER DONCASTER NOMINEE NO 1 LIMITED
 Dissolved

DIRECTOR
 Occupation: Appointed: 17/07/2002
 Company Number: Dissolved. 08/06/2004
 Company Name: DIRECTOR
04416349
 MILLER DONCASTER NOMINEE NO 2 LIMITED
 Dissolved

DIRECTOR
 Occupation: Appointed 17/07/2002
 Company Number: DIRECTOR
 Company Name: 04416377
 MILLER SWANSEA NOMINEE NO 1 LIMITED
 Active

DIRECTOR
 Occupation: Appointed 17/07/2002
 Company Number: Dissolved 08/06/2004
 Company Name: DIRECTOR
04416385
 MILLER SWANSEA NOMINEE NO 2 LIMITED
 Dissolved

DIRECTOR
 Occupation: Appointed 17/07/2002
 Company Number: DIRECTOR
 Company Name: 04416302
 MILLER WIGAN NOMINEE NO 1 LIMITED
 Active

DIRECTOR
 Occupation: Appointed 17/07/2002
 Company Number: Dissolved 08/06/2004
 Company Name: DIRECTOR
04416312
 MILLER WIGAN NOMINEE NO 2 LIMITED
 Dissolved

DIRECTOR
 Occupation: Appointed 11/03/2004
 Company Number: DIRECTOR
 Company Name: SC217231
 MILLER (DUNDEE) LIMITED
 Active

DIRECTOR
 Occupation: Appointed 17/06/2004
 Company Number: DIRECTOR
 Company Name: SC268022
 MILLER CAMBRIDGE LIMITED
 Active

DIRECTOR
 Occupation: Appointed 10/11/2004
 Company Number: DIRECTOR
 Company Name: SC275869
 MILLER MANCHESTER LIMITED
 Active

DIRECTOR
 Occupation: Appointed 10/11/2004
 Company Number: DIRECTOR
 Company Name: SC275809
 MILLER OLDHAM LIMITED
 Active

DIRECTOR Occupation: Company Number: Company Name:	Appointed 10/11/2004 DIRECTOR <u>SC275811</u> MILLER GLASGOW LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 10/11/2004 DIRECTOR <u>SC275810</u> MILLER FAIRWAY LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 06/12/2004 DIRECTOR <u>05279621</u> MILLER (SWINTON) LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 25/02/2005 DIRECTOR <u>SC268019</u> MILLER DORCHESTER LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 25/02/2005 DIRECTOR <u>SC263306</u> CENTROS MILLER (PORTSMOUTH) LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 25/02/2005 DIRECTOR <u>SC263305</u> MILLER (PORTSMOUTH) LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 25/02/2005 DIRECTOR <u>SC268025</u> MILLER BURY ST EDMUNDS LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 18/03/2005 DIRECTOR <u>SC196608</u> CENTROS MILLER HOLDINGS LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 18/03/2005 DIRECTOR <u>SC168068</u> CENTROS MILLER 1999 LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed 25/02/2005 DIRECTOR <u>04827761</u> MILLER (CHISWICK) LIMITED Active

DIRECTOR Occupation Company Number. Company Name:	Appointed 25/02/2005 DIRECTOR <u>04934330</u> INHOCO 2992 LIMITED Active
DIRECTOR Occupation: Company Number. Company Name:	Appointed 25/02/2005 DIRECTOR <u>04934328</u> INHOCO 2991 LIMITED Active
DIRECTOR Occupation: Company Number. Company Name	Appointed 18/03/2005 DIRECTOR <u>03712768</u> CENTROS MILLER INVESTMENTS LIMITED Active
DIRECTOR Occupation. Company Number. Company Name	Appointed 18/03/2005 DIRECTOR <u>03676251</u> CENTROS MILLER GREENWICH UK LIMITED Active
DIRECTOR Occupation. Company Number. Company Name:	Appointed 18/03/2005 DIRECTOR <u>03728775</u> CENTROS MILLER GREENWICH SECURED LIMITED Active
DIRECTOR Occupation. Company Number. Company Name:	Appointed 18/03/2005 DIRECTOR <u>04339527</u> CENTROS MILLER BOSTON NO 2 LIMITED Active
DIRECTOR Occupation Company Number Company Name:	Appointed. 18/03/2005 DIRECTOR <u>04306326</u> CENTROS MILLER BOSTON LIMITED Active
DIRECTOR Occupation Company Number. Company Name:	Appointed 18/03/2005 DIRECTOR <u>04139681</u> CENTROS MILLER (MAIDSTONE) LIMITED Active
DIRECTOR Occupation. Company Number. Company Name.	Appointed 18/03/2005 DIRECTOR <u>04647513</u> CENTROS MILLER (PONTYPOOL) LIMITED Active
DIRECTOR Occupation Company Number. Company Name.	Appointed 18/03/2005 DIRECTOR <u>SC268024</u> CENTROS MILLER LIMITED Active
DIRECTOR	Appointed 18/03/2005

Occupation. Company Number Company Name	DIRECTOR <u>03932744</u> NEWTRICO LIMITED Liquidation
DIRECTOR Occupation. Company Number Company Name	Appointed. 25/02/2005 DIRECTOR <u>05174985</u> BURY ST EDMUNDS GENERAL PARTNER LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 25/02/2005 DIRECTOR <u>05010903</u> DORCHESTER GENERAL PARTNER LIMITED Active
DIRECTOR Occupation. Company Number Company Name	Appointed 29/06/2005 DIRECTOR <u>SC282606</u> MILLER LANCASTER LIMITED Active
DIRECTOR Occupation. Company Number Company Name	Appointed 29/06/2005 DIRECTOR <u>SC282601</u> MILLER CRAWLEY LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 28/10/2005 DIRECTOR <u>05605415</u> MILLER MANCHESTER NO 1 LIMITED Active
DIRECTOR Occupation. Company Number Company Name.	Appointed 28/10/2005 DIRECTOR <u>05605401</u> MILLER GLASGOW NO 1 LIMITED Active
DIRECTOR Occupation Company Number: Company Name	Appointed 28/10/2005 DIRECTOR <u>05605416</u> CENTENARY (GREAT YARMOUTH) LIMITED Active
DIRECTOR Occupation. Company Number Company Name	Appointed 28/10/2005 DIRECTOR <u>05605413</u> G Y NOMINEE NO 2 LIMITED Active
DIRECTOR Occupation. Company Number. Company Name	Appointed 28/10/2005 DIRECTOR <u>05605481</u> MILLER STANDISHGATE LIMITED Active
DIRECTOR Occupation.	Appointed. 28/10/2005 DIRECTOR

Company Number:	05605479
Company Name.	MILLER NEW CRAIGHALL LIMITED
	Active
DIRECTOR	Appointed 28/10/2005
Occupation:	DIRECTOR
Company Number.	05605411
Company Name.	MILLER (GREAT YARMOUTH) LIMITED
	Active
DIRECTOR	Appointed: 28/10/2005
Occupation:	DIRECTOR
Company Number.	05605473
Company Name.	MILLER (DERBY) LIMITED
	Active
DIRECTOR	Appointed 28/10/2005
Occupation:	DIRECTOR
Company Number.	05605480
Company Name.	G Y NOMINEE LIMITED
	Active

This screen does not include appointments with SE companies or LLP's

More

Director of Miller Alba Limited
Reg No. 312841
App'd : 30 11.06

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

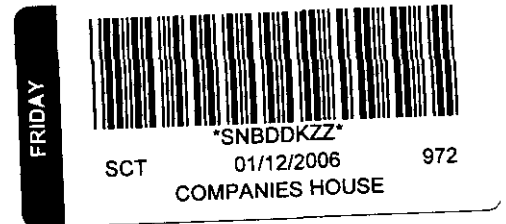
of

MILLER ROMANIA TWO LIMITED

I The Company's name is "MILLER ROMANIA TWO LIMITED"

II The Company's Registered Office is to be situated in Scotland

III The objects for which the Company is established are



(1) To carry on for profit, directly or indirectly and whether by itself or through subsidiary, associated or allied companies or firms and whether in the United Kingdom or elsewhere, any business, undertaking, project or enterprise of any description whether of a private or a public character and all or any trades, processes and activities connected with or ancillary or complementary to any of the businesses of the Company or which, in the opinion of the Company or the Directors, can be carried on to the benefit of the Company or which might, directly or indirectly, enhance the value of or render profitable any of the Company's property, rights or assets

(2) To carry on business as a general commercial company

- (3) To appoint agents or brokers on commission or representatives of the Company to act in any of the businesses of the Company through or by means of branches, agencies, brokers, sub contractors or others
- (4) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trademarks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire
- (5) To purchase, feu, rent, lease, exchange or otherwise acquire any heritable or personal property in the United Kingdom or abroad, either for the Company exclusively or jointly with any companies, associations, partnerships or persons, which may be deemed necessary or expedient for the purposes of the Company, to erect offices, mills, factories, warehouses, works, dwellinghouses and other buildings, to maintain, alter, enlarge and improve the same, and to acquire any rights, servitudes, easements and privileges in relation to any lands, water or buildings
- (6) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire and invest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with, any Shares, Debentures, Debenture Stock or Securities so received

- (7) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company
- (8) To invest and deal with the moneys of the Company not immediately required in such Shares or upon such securities and in such manner as may from time to time be determined
- (9) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or security for any such persons, firms or companies
- (10) To secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person in any way
- (11) 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 (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, standard security or lien 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 or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (13) To apply for, promote and obtain any Act of Parliament, Provisional 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests

- (14) To enter into any arrangements with any Governments or authorities (supreme municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
- (15) To subscribe for, take, purchase or otherwise acquire and hold Shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company, and to purchase or otherwise acquire Shares in the Share Capital of the Company subject to the provisions of the Companies Act 1985
- (16) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub contracts
- (17) To remunerate any person, firm or company rendering services to the Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- (18) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of the Company
- (19) To purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or Auditors of the Company or of any other company which is the holding company of the Company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or

who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are or have been interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability, for the purposes of this Sub Clause "holding company" and "subsidiary undertaking" shall have the same meanings as in Sections 736 and 258 respectively of the Companies Act 1985

- (20) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give pensions, gratuities or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, husbands, children or other relatives or dependants of such persons, to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, husbands, children or other relatives or dependants
- (21) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid
- (22) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures or securities of any company purchasing the same

(23) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, Debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing

(24) To procure the Company to be registered or recognised in any part of the world

(25) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

It is hereby expressly declared that each Sub Clause of this Clause shall be construed independently of the other Sub Clauses hereof, and that none of the objects mentioned in any Sub Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub Clause

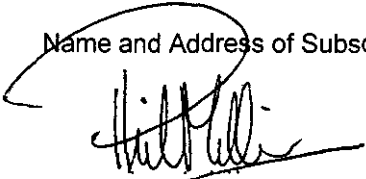
IV The liability of the Members is limited

V The Company's Share Capital is £100 divided into 100 Ordinary Shares of £1 each

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and I agree to take the number of Shares shown below opposite my name

Name and Address of Subscriber

Number of shares taken by the Subscriber



For and on behalf of Miller Holdings (International) Limited
Miller House
2 Lochside View
Edinburgh Park
Edinburgh EH12 9DH

Total Shares taken

One

DATED 29 11 06

WITNESS the above Signature



SUSAN DONALD

Address 2 LOCHSIDE VIEW
EDINBURGH
EH12 9DH

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

----- --

ARTICLES OF ASSOCIATION

of

MILLER ROMANIA TWO LIMITED

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PRELIMINARY

- 1 1 The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply to the Company
- 1 2 Regulations 23, 24, 40, 41, 46, 64, 73, 74, 75, 76, 77 and 94 of Table A shall not apply to the Company

PRIVATE COMPANY

- 2 The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any Shares or Debentures of the Company

SHARE CAPITAL

- 3 1 The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each
- 3 2 All unissued Shares forming part of the Share Capital of the Company on the incorporation of the Company shall be at the disposal of the Directors, and the Directors are authorised by this Regulation to allot, grant options over or otherwise deal with or dispose of the same to such persons and at such times and on such terms and conditions as they think proper, but the

authority given to the Directors in this Regulation shall terminate on the date five years from the date of the incorporation of the Company and thereafter no Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Companies Act 1985, authorised to do so by the Company in General Meeting

3 3 In accordance with Section 91 of the Companies Act 1985, Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall be excluded from applying to the Company

TRANSFER OF SHARES

4 1 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

4 2 The instrument of transfer of a Share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor The instrument of transfer need not be executed by or on behalf of the transferee

PROCEEDINGS AT GENERAL MEETINGS

5 1 No business shall be transacted at any General Meeting of the Company unless a quorum is present Subject to Regulation 5 2 below, two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member (or, in the case of a Member being a corporation, by a duly authorised representative of that Member) shall be a quorum

5 2 If, and for so long as, the Company has only one Member, that Member present in person or by proxy (or, in the case of a Member being a corporation, by a duly authorised representative of that Member) shall be a quorum

5 3 If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine If

at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved

5 4 If, and for so long as, the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, then, subject to compliance with Sections 293, 303, 388 and 391A of the Companies Act 1985 (if applicable), that decision shall be as valid and effective as if agreed by the Company in General Meeting

5 5 Any decision taken by a sole Member pursuant to Regulation 5 4 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book

5 6 A resolution put to the vote of a General 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 demanded A poll may be demanded by the Chairman or by any Member present or by the proxy of any Member (or, in the case of a Member being a corporation, by a duly authorised representative of that Member)

DIRECTORS

6 1 Unless and until otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum The Company need have only one Director, and a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally

6 2 A Director shall not be required to hold any Share in the Share Capital of the Company by way of qualification

6 3 No person shall be appointed or re appointed a Director at any General Meeting of the Company unless

(a) he is recommended by the Directors, or

- (b) not less than three nor more than 21 days before the date appointed for the General Meeting there shall have been left at the Registered Office of the Company a notice in writing signed by a Member duly qualified to attend and vote at the General Meeting of his intention to propose such person for appointment or re appointment, and also notice in writing signed by that person of his willingness to be appointed or re appointed

Forthwith after any such notice as is referred to in this Regulation is left at the Registered Office of the Company, the Directors shall send a copy of such notice to each Member of the Company

- 6.4 A meeting of the Directors, or of a Committee of the Directors, may consist of a conference between Directors who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. Alternatively, such a meeting can take place by a series of telephone calls from the Chairman of the meeting. A Director taking part in such a conference or telephone call shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group or if the meeting takes place by a series of telephone calls from the Chairman, where the Chairman of the meeting then is. The word "meeting" when referring to a meeting of the Directors, or of a Committee of the Directors, in these Regulations shall be construed accordingly.

- 6.5 Subject to the provisions of the Companies Act 1985 and provided that the Director has disclosed to the Directors the nature and extent of any material interest which the Director has, a Director notwithstanding his or her office

- (a) may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested or involved or to which the Company is a party,

- (b) may be a Director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested,
- (c) may (and any firm or body corporate of which he or she is a partner, member or Director may) act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,
- (d) shall not by reason of his or her office be accountable to the Company for any benefit which he or she derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
- (e) shall be entitled to vote and be counted in the quorum on any matter concerning the foregoing paragraphs of this Regulation

6.6 For the purposes of Regulation 6.5 above

- (a) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified,
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers, and
- (c) an interest of a person who is for any purpose of the Companies Act 1985 (excluding any statutory modification not in force on the incorporation of the Company) connected with a Director shall be treated as an interest of the Director and in relation

to an alternate Director an interest of his or her appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise

7 Any member of the Company being the registered holder of more than 50 per cent of the issued Shares in the Share Capital of the Company shall be entitled (and any members of the Company who are the registered holders in aggregate of more than 50 per cent of the issued Shares in the Share Capital of the Company shall together be entitled) by notice in writing delivered either to the Registered Office of the Company or to a meeting of the Directors of the Company

(a) to appoint any person to be a Director, or any persons to be Directors, of the Company, and

(b) to remove from office any Director or Directors of the Company

and any such notice shall to take effect as at the date on which the notice is lodged at the Registered Office of the Company or at a meeting of the Directors of the Company or at such later date as shall be specified in the notice

BORROWING POWERS

8 The Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, 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

DIRECTORS NOT TO RETIRE BY ROTATION

- 9 The Directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.

DIVIDENDS

- 10 The words ("excluding premium") shall be inserted after the words "amounts" both times that word appears in Regulation 104 of Table A.

SHARE CERTIFICATES

- 11 Every Certificate for any Share or Shares in the Share Capital of the Company shall be signed by two Directors of the Company or by a Director of the Company and the Secretary of the Company, and Regulation 6 of Table A shall be deemed to be amended accordingly.

NO SEAL

- 12 The Company shall not have a seal.

Name and Address of Subscriber



For and on behalf of Miller Holdings (International) Limited
Miller House
2 Lochside View
Edinburgh Park
Edinburgh EH12 9DH

Total Shares taken One

DATED 29 11:06

WITNESS the above Signature



SUSAN DONALD

Address

2 LOCHSIDE VIEW
EDINBURGH
EH12 9DH