

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

* SARCITA LIMITED

* Insert full name of Company

I, MARTYN PAUL ASHLEY TAYLOR
of THE PINES CROSS-IN-HAND NR. HEATHFIELD EAST SUSSEX

† 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 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 Crowborough
East Sussex

Declarant to sign below

the 3 day of February
One thousand nine hundred and ninety two
before me [Signature]

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

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

Ashley Taylor & Co,
DX 36851
CROWBOROUGH

For official Use
New Companies Section
N C
4 FEB 1992
COMPANIES HOUSE
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)

<input checked="" type="checkbox"/> CN	2686063	For official use <input type="checkbox"/>
SARCITA LIMITED		

Registered office of the company on incorporation.

<input checked="" type="checkbox"/> RO	WEST KENT HOUSE
	CROFT ROAD
Post town	CROWBOROUGH
County/Region	EAST SUSSEX
Postcode	TN6 1DL

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	
<input checked="" type="checkbox"/> RA	
Post town	
County/Region	
Postcode	

Number of continuation sheets attached

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

ASHLEY TAYLOR + Co (DX 36851)	
WEST KENT HOUSE CROFT ROAD	
CROWBOROUGH EAST SUSSEX	Postcode TN6 1DL
Telephone 0892 665112	Extension Ref: MMW

Company Secretary (See notes 1 - 5)

Name *Style/Title
 Forenames
 Surname
 *Honours-etc
 Previous forenames
 Previous surname

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

Consent signature

CS MISS
 ANGELA JEAN
 MCCOLLUM
 AD THE COOPERS ARMS
 COOPERS LANE
 Post town CROWBOROUGH
 County/Region EAST SUSSEX
 Postcode TN6 1SN Country ENGLAND
 I consent to act as secretary of the company named on page 1
 Signed AJ. McCollum Date 31-1-92

Directors (See notes 1 - 5)
 Please list directors in alphabetical order.

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

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

Date of birth
 Business occupation
 Other directorships

* Voluntary details

Consent signature

CD MR
 MARTYN PAUL
 ASHLEY TAYLOR
 AD THE PINES
 CROSS IN HAND
 Post town HEATHFIELD
 County/Region EAST SUSSEX
 Postcode TN21 0SH Country ENGLAND
 DO 1 1 0 4 5 5 Nationality NA BRITISH
 OC LAWYER
 OD None
 I consent to act as director of the company named on page 1
 Signed M. Paul Date 31-1-92

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

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

Signed

Date

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

[Handwritten Signature]

Date

31-1-92

Signed

AJ. MacCallum

Date

31-1-92

Signed

Date

Signed

Date

Signed

Date

Signed

Date

2686063



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF SARCITA LIMITED

1. The name of the Company is SARCITA LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company are established are:
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.
 - (d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.
 - (e) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stocks and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be.
 - (f) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.
 - (g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other Company or corporation carrying on business in any part of the world.

65224

- (h) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any Company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (j) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.
- (k) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (l) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or Company 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.
- (m) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.
- (n) To establish, promote, finance or otherwise assist any other Company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (o) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or Company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.
- (p) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other Company in payment or part payment for any services rendered or for any sale made to or debt owing from any such Company.
- (q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (r) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.
- (s) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (t) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (u) 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 declared that the foregoing sub-clauses shall be construed independently of each other 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.

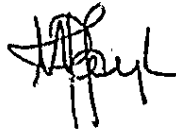
4. The liability of the ~~members~~ is limited.

5. The Share Capital of the Company is one thousand pounds divided into one thousand Ordinary Shares of one pound each.

WE, the several persons whose names and addresses are subscribed, and 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.

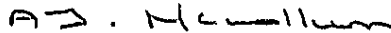
Names Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
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MARTYN PAUL ASHLEY TAYLOR The Pines Cross-in-Hand Nr. Heathfield East Sussex	ONE
--	-----



Lawyer

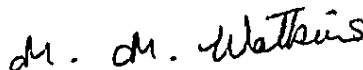
ANGELA JEAN McCOLLUM The Coopers Arms Coopers Lane Crowborough East Sussex	ONE
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Secretary

Dated 31 January 1992

Witness to the above signatures



Margaret M. Watkins
4 Croft Road
Crowborough
East Sussex

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF SARCITA LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
2. Regulations 8, 24, 64, 73-76 incl., 79, 80, 94, 95, 96 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

SHARES

3. The Company is a private Company limited by shares and accordingly,
 - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
 - (b) any allotment of, or agreement 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 are prohibited.
4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.
5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article 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.
8. Subject as hereinafter provided

(a) any share may be transferred to a person who is already a member of the Company;

(b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member or his personal representatives may be transferred to the trustees of his will; and

(c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing in this Article contained shall prevent the Directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Company Secretary for the time being of the Company.

DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification.

11. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

PROCEEDINGS OF DIRECTORS

12. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

SECRETARY

13. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

COMMON SEAL

14. The Company shall not require any document to be sealed by a Common Seal and accordingly Article 101 shall not apply and Article 6 shall be modified such that Share Certificates shall not require to be impressed with the Common Seal. A document executed by a Director and Secretary or by two Directors and expressed to be executed by the Company shall be a valid execution of the document as if it were executed under Seal.

INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names Addresses and Descriptions of Subscribers

MARTYN PAUL ASHLEY TAYLOR

The Pines
Cross-in-Hand
Nr. Heathfield
East Sussex



Lawyer

ANGELA JEAN McCOLLUM

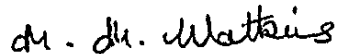
The Coopers Arms
Coopers Lane
Crowborough
East Sussex



Secretary

- Dated 31 January 1992 .

Witness to the above signature



Margaret M. Watkins
4 Croft Road
Crowborough
East Sussex

Secretary

FILE COPY



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

No. 2686063

I hereby certify that

SARCITA 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 10 FEBRUARY 1992

A handwritten signature in black ink, appearing to read 'L. Parry', written over a horizontal line.

MRS. L. PARRY

an authorised officer