



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

For official use

For official use

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--

Name of company

* AYCECO (115) LIMITED

* Insert full
name of Company

I, Nigel Fraser MacLellan

of Pearl Assurance House, 4 Temple Row, Birmingham

B2 5HG

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[solely 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 WINDSOR HOUSE,

Declarant to sign below

3 Temple Row, Birmingham

WEST MIDLANDS

the 26th day of OCTOBER

One thousand nine hundred and NINETY-TWO

before me [Signature]

[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):

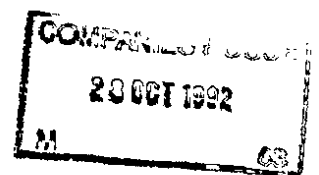
Anthony Collins & Co.
Pearl Assurance House,
4 Temple Row,
BIRMINGHAM.
B2 5HG

(Ref: B2.AQ14.9201)

For official Use

New Companies Section

Fest room





OYEZ
CHA1



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

2761894

For official use

X

AYCECO (115) LIMITED

Registered office of the company on
incorporation.

RO PEARL ASSURANCE HOUSE

4 TEMPLE ROW

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B2 5HG

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

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?

ANTHONY COLLINS & CO.

PEARL ASSURANCE HOUSE, 4 TEMPLE ROW

BIRMINGHAM

Postcode B2 5HG

Telephone 021 200 3242

Extension 282

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** MR.

NIGEL FRASER

MORELAND

AD 5 ROWAN DRIVE, HANDSACRE

Post town LICHFIELD

County/Region STAFFORDSHIRE

Postcode W15 0XX

Country

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

Signed

Date

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.

NIGEL FRASER

MORELAND

AD 5 ROWAN DRIVE HANDSACRE

Post town LICHFIELD

County/Region STAFFORDSHIRE

Postcode W15 0XX

Country

DO 03 05 67Nationality **NA** BRITISH**OC** TRAINEE SOLICITOR**OD**

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

Signed

Date

Directors (continued)

(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.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature



Delete if the form
is signed by the
subscriber.

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.

CD	MR.	
	TIMOTHY LEWIS	
	JAMES	
AD	6 WILSFORD GREEN OAKHILL DRIVE	
	EDGBASTON	
	Post town	BIRMINGHAM
	County/Region	WEST MIDLANDS
	Postcode	B15 3UG
	Country	
DO	19020601	Nationality NA BRITISH
OC	SOLICITOR	
OD		
I consent to act as director of the company named on page 1		
Signed		Date

Signature of agent on behalf of all subscribers		Date
---	--	------

Signed		Date	22/1/92
Signed		Date	22/1/92
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF AYCEECO (115) LIMITED



1. The name of the company is "AYCEECO (115) LIMITED".
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:
 - 3.1 To carry on business as a general commercial company.
 - 3.2 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - 3.3 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the company may acquire or propose to acquire.
 - 3.4 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company 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 an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.
 - 3.5 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the company.

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© WPSIDATA MEMARTSACTIS MEM

3.6 To invest and deal with the monies of the company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

3.7 To lend and advance money or give credit on such terms as may seem expedient and with or without security, 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 the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

3.8 To borrow and 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.

3.9 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.

3.10 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

3.11 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

3.12 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or 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.

3.13 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 shares, debentures, or

securities of any company purchasing the same.

3.14 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

3.15 To pay for any property or rights acquired by the company or to remunerate any person, firm or company rendering services to the company either by cash payment or by the issue and allotment of shares or other securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.

3.16 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 or other securities of the company.

3.17 To remunerate the employees and directors of the company in any manner the company may think fit and to pay gratuities or pensions or allowances on retirement to employees or to any directors who have held any salaried office or place of profit with the company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the company, or their dependants or relatives, or for charitable purposes generally.

3.18 To distribute among the members of the company in kind any assets of the company of whatever nature properly distributable among the members (but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law).

3.19 To procure the company to be registered or recognised in any part of the world.

3.20 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

3.21 To purchase and maintain insurance for the benefit of any Directors, officers or employees of the company against any liability incurred in respect of any act or omission in the discharge of their duties and exercise of their powers in relation to their office or employment and to such extent as is permitted by law or otherwise to indemnify any such persons against any such liability.

3.22 Subject to and in compliance with all applicable laws from time to time

in force to give, directly or indirectly, financial assistance in connection with the purchase of shares in the capital of the company.

3.23 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.

The objects set forth in each sub-clause of this clause shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the company is £100 divided into 100 Ordinary Shares of £1 each.

WE, the subscribers to this memorandum of association, wish to be formed into a company, and we agree to take the number of shares in the capital of the company shown opposite our respective names.

Names and addresses of subscribers	Number of shares taken by each subscriber
Nigel Fraser Moreland, 5 Rowan Drive, Honey Tree Hollow, Off Lichfield Road, Lichfield, Staffordshire.	one
Timothy Lewis James, 6 Wilsford Green, Oakhill Drive, Edgbaston, Birmingham	one

Dated the 23 day of October 1992

Witness to the above signatures:

Signed: 

Name: KAREN SHEPHERD

Address: 60 Somerfield Rd
Edgbaston Green
B15 2TH

Occupation: Legal Secretary

REGISTERED NO.

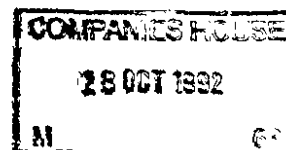
THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF AYCEECO (115) LIMITED

Anthony Collins & Co.
Solicitors
Marl Assurance House
4 Temple Row
Birmingham
B2 5HG

Reference : 82.A014.9201



FILE COPY



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

No. 2761894

I hereby certify that

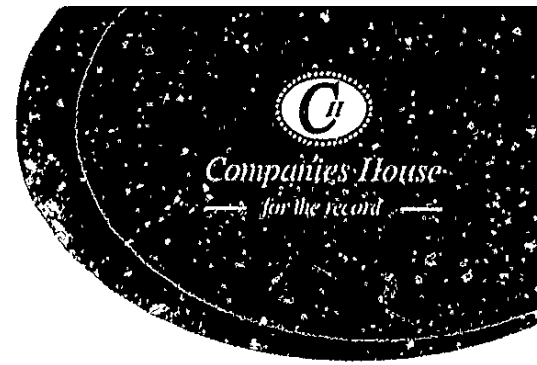
AYCEEEO (115) LIMITED

**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 4 NOVEMBER 1992**

[Signature]

an authorised officer



NOTICE OF MISSING PAGES FROM THE MICROFICHE RECORD

Companies House regrets that pages are missing from documents on this company's microfiche record.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.



Cert No. FS 31059
Personnel & Training



AWARDED FOR EXCELLENCE



INVESTOR IN PEOPLE

Companies House is an Executive Agency of the Department of Trade and Industry

CHFM 4 (07/02)