

**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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

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

Name of company

\* PASEANA LIMITED

\* insert full  
name of Company

ANGELA JEAN McCOLLUM

I, THE COOPERS ARMS COOPERS LANE CROWBOROUGH EAST SUSSEX

of

1 delete as  
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~<sup>XX</sup>  
[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 18<sup>th</sup> day of November  
One thousand nine hundred and 92  
before me *S. M. Adams**A. J. McCollum*

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

Presentor's name address and  
reference (if any):ASHLEY TAYLORS  
DX39062  
LUCKFIELD

For official Use

New Companies Section

Post room



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

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

2768455

For official use

PASEANA LIMITED

Registered office of the company on  
incorporation.

RO

3 FALMER COURT

LONDON ROAD

Post town

UCKFIELD

County/Region

EAST SUSSEX

Postcode

TN22 1HX

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?

ASHLEY TAYLORS

DX 39062 - UCKFIELD

Postcode

Telephone

0825

766767

Extension

23

**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**

<b>CS</b>	MRS
	MARGARET MARY
	WATKINS
<b>AD</b>	FELYN FACH
	HARLEQUIN LANE
Post town	CROWBOROUGH
County/Region	EAST SUSSEX
Postcode	TN6 1HU
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	M. M. Watkins
Date	17-11-92

**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**

<b>CD</b>	MISS
	ANGELA JEAN
	McCOLLUM
<b>AD</b>	THE COOPERS ARMS
	COOPERS LANE
Post town	CROWBOROUGH
County/Region	EAST SUSSEX
Postcode	TN6 1SN
Country	ENGLAND
<b>DO</b>	013 012 613
Nationality	<b>NA</b> BRITISH
<b>OC</b>	SECRETARY
<b>OD</b>	NONE
I consent to act as director of the company named on page 1	
Signed	A. J. McCollum
Date	17-11-92

**Directors (continued)***(See notes 1 - 9)***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.

Signed

M. M. Watkinson

Date

17-11-92

Signed

A. D. McWilliam

Date

17-11-92

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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

2768455



## **THE COMPANIES ACT 1985**

### **COMPANY LIMITED BY SHARES**

### **MEMORANDUM OF ASSOCIATION OF PASEANA LIMITED**

1. The name of the Company is PASEANA LIMITED
2. The Registered Office of the Company will be situate in England.
3. (a) The objects for which the Company is established are to carry on business as a general commercial company.

511753

- (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.
- (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 deduction 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

ANGELA JEAN McCOLLUM  
The Coopers Arms  
Coopers Lane  
Crowborough  
East Sussex

ONE

*AD. McCollum*

Secretary

MARGARET MARY WATKINS  
Felyn Fach  
Harlequin Lane  
Crowborough  
East Sussex

ONE

*Mr. M. Watkins*

Secretary

Dated 17 November 1992

Witness to the above signatures

Maureen A. Biddle  
4 Croft Road  
Crowborough  
East Sussex

*M. A. Biddle*

Secretary



# **THE COMPANIES ACT 1985**

## **COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF PASEANA 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  
-----

ANGELA JEAN McCOLLUM  
The Coopers Arms  
Coopers Lane  
Crowborough  
East Sussex

AJ. McCollum

Secretary

MARGARET MARY WATKINS  
Felyn Fach  
Harlequin Lane  
Crowborough  
East Sussex

M. M. Watkins

Secretary

-----  
Dated 17 November 1992

Witness to the above signature

Maureen A. Biddle  
4 Croft Road  
Crowborough  
East Sussex

M. A. Biddle

Secretary



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

No. 2768455

I hereby certify that

**PASEANA 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 26 NOVEMBER 1992

*VJ Kenrick*  
MRS V J KENRICK

an authorised officer



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2768455

Name of company

\* PASEANA LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 11th February 1993 the nominal capital of the company has been  
increased by £179,000 beyond the registered capital of £ 1,000

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.§

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

RANKING IN ALL RESPECTS PARI PASSU WITH THE 1,000  
EXISTING SHARES OF £1 EACH IN THE CAPITAL OF THE COMPANY

Please tick here if  
continued overleaf☐† delete as  
appropriateSigned *M. M. Watkins*

[Director] (Secretary)† Date 11.2.93

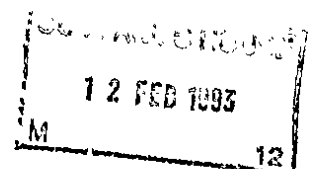
Presenter's name address and  
reference (if any):

ASHLEY TAYLORS  
DX39062  
UCKFIELD

Form F125 (No. 123)  
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27 & 28 St Albans Place  
London N1 0NX  
July 1985

For official Use  
General Section

Post room



**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**PASEANA LIMITED**

**2768455**

-----  
**ORDINARY RESOLUTION**

passed

11 February 1993

At an Extraordinary General Meeting of the Company duly convened on 11 February 1993 the following Resolution was duly passed as an ORDINARY RESOLUTION;-

**ORDINARY RESOLUTION**

That as an ORDINARY RESOLUTION the Share Capital of the Company be increased from £1,000 to £180,000 by the addition of 179,000 Ordinary £1 Shares. All Shares to rank pari passu.

Signed ..... *M. M. Walker* .....

Dated ..... *11.2.93* .....

1271

**Notice of accounting reference date**  
(to be delivered within 9 months of incorporation)Please do not  
write in  
this marginPursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

2768455

Name of company

\* PASEANA LIMITED

° Insert full name  
of companygives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:**Important**The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 1 2

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

‡ Insert

Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

*P. Iona*Designation‡ *DIRECTOR*

Date

*22/2/93*Presentor's name address  
telephone number and reference (if any):ASHLEY TAYLORS  
DX39062.  
LUCKFIELDFor official use  
D.E.B.

Post

