

THE COMPANIES ACTS 1948 TO 1980

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

Please do not write in this binding margin



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

\*Insert full name of Company

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

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

1616115

Name of Company

PARAMOUNT COMPANY SEARCHES LIMITED

I, Israel Cohen

of 41 Wadson Street,

London E2 9DP

do solemnly and sincerely declare that I am a person named in the statement delivered

under Section 21 of the Companies Act 1976 as a Director

of PARAMOUNT COMPANY SEARCHES LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto 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 450 HACKNEY ROAD  
LONDON E.2

Signature of Declarant

the 18th day of NOVEMBER

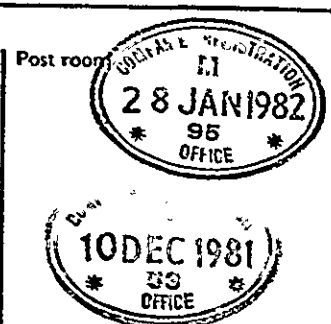
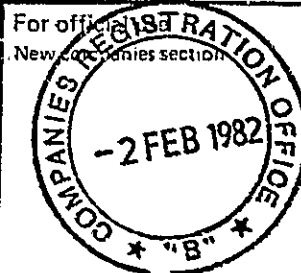
One thousand nine hundred and eighty-one

before me L. P. eattie

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):

Paramount Company Searches Ltd.  
41 Wadson Street  
LONDON E2 9DP



COMPANY LIMITED BY SHARES

Memorandum of Association

OF  
PARAMOUNT COMPANY SEARCHES  
LIMITED

1. The name of the Company is "PARAMOUNT COMPANY SEARCHES LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
  - (A)
    - (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.
    - (2) To carry on all or any of the following businesses : proprietors of shops, warehouses, workshops, garages and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, holiday camps and chalets, financial agents and brokers, investment agents, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, computer programmers, operators, analysts and designers, film and record producers, publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, greengrocers, tobacconists, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, car hirers and shipping agents.
  - (3) To undertake and execute agency or commission work and to act generally as agents, factors and brokers for the sale and purchase of goods and the provision of services and travel.
  - (B) To carry on any other trade or business which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

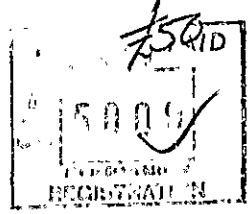
Paramount  
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N.W.  
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560099



1616115/3



- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (q) 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, 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.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (s) To do all such other things as are incidental or conducive to the above objects or any of them. ✓
4. The liability of the members is limited.
5. The share capital of the Company is £ 1,000 , divided into 1,000 shares of £ 1 each. ✓

WE, the several persons whose names and addresses are subscribed, are 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
<p><i>Steven D. Cohen</i> Steven David Cohen 41 Wadeson Street, London E2 9DP.  Company Formations Manager.</p>	ONE. ✓
<p>Israel Cohen 41 Wadeson Street, London E2 9DP.  Director. <i>Israel Cohen</i></p>	ONE.

Dated this 16th. day of June .

1981.

Witness to the above Signatures—

*Irene Cohen*  
Irene Cohen  
41 Wadeson Street,  
London E2 9DP.

Secretary.

COMPANY LIMITED BY SHARES 1616115/4

## Articles of Association

OF

PARAMOUNT COMPANY SEARCHES

*Be me*  
LIMITED

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as amended by the Companies Act 1980 shall apply to the Company. ✓

2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A shall not apply to the Company. ✓

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" shall be omitted. ✓

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 32 of Part I of Table A shall be omitted.

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than seven. The following shall be the first Directors of the Company, that is to say—

Steven David Cohen and Israel Cohen.

9. The qualification of a Director shall be the holding of <sup>one</sup> share in the Company.

10. The proviso to regulation 79 of Part I of Table A shall be omitted.

11. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act or section 28 of the Companies Act 1976.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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*Steven D. Cohen*

Steven David Cohen  
41 Wadeson Street,  
London E2 9DP.

Company Formations Manager.

Israel Cohen  
41 Wadeson Street,  
London E2 9DP.

Director.

*Israel Cohen*

Dated this 16th. day of June

, 1981.

Witness to the above Signatures—

*Irene Cohen*  
Irene Cohen  
41 Wadeson Street,  
London E2 9DP.

Secretary.

**G****THE COMPANIES ACTS 1948 TO 1976****Statement of first directors and  
secretary and intended situation  
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* delete if  
inappropriate

Company number

1616115

Name of Company

PARAMOUNT COMPANY SEARCHES LIMITED

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

41 Wadeson Street,

London E2 9DP.

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

X

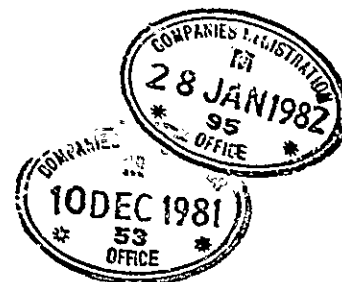
Paramount Company Formations Ltd.

41 WADESON STREET

LONDON E2 9DP.

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statementPresentor's name, address and  
reference (if any):Paramount Company Formations Ltd.  
41 WADESON STREET  
LONDON E2 9DP.For official use  
General section

Post room





The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Steven David Cohen	Business occupation	Company Formations Manager
Former name(s) (note 3)		Nationality	British.
Address (note 4)	41 Wadeson Street, London E2 9DP.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>Steven D. Cohen</i>		Date 16/6/1981	

Name (note 2)	Israel Cohen	Business occupation	Director.
Former name(s) (note 3)		Nationality	British.
Address (note 4)	41 Wadeson Street, London E2 9DP.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>Israel Cohen</i>		Date 16/6/1981.	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 2 & 7)	Steven David Cohen
Former name(s) (note 3)	
Address (notes 4 & 7)	41 Wadeson Street, London E2 9DP.
I hereby consent to act as secretary of the company named on page 1	
Signature	Steven D. Cohen
Date	16/6/1981

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature Steven D. Cohen [Subscriber] [Agent]† Date 16/6/1981

Signature Israel Cohen [Subscriber] [Agent]† Date 16/6/1981

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1616115

I hereby certify that

PARAMOUNT COMPANY SEARCHES LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 22ND FEBRUARY 1982

A handwritten signature in black ink, appearing to read 'R. V. Jones', written over a horizontal line.

Assistant Registrar of Companies