

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5267819

The Registrar of Companies for England and Wales hereby certifies that

THE LONDON ORGANISING COMMITTEE OF THE OLYMPIC GAMES
LIMITED

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

Given at Companies House, London, the 22nd October 2004



N05 267819P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Cyez

12

Please complete in typescript,
or in bold black capitals.

CHFP041

Declaration on application for registration

5267819

Company Name in full

The London Organising Committee of the Olympic Games Limited

I, Charles Saradiyal Lerwill Wijeratna

of 78 Blenheim Crescent, London W11 1NZ

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 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

Charles Wijeratna

Declared at

1 Canada Square, Canary Wharf, London E14 5LT

Day Month Year

on 21 10 2004

① Please print name.

before me

SARAH MCGUIGAN

Signed

Sarah McGuigan

Date

22/10/04

† 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.

FRESHFIELDS BRUCKHAUS DERINGER (Ref.: TWJ/RL/JXJ)

65 FLEET STREET, LONDON, ENGLAND, UNITED KINGDOM

EC4Y 1HS Tel 020 7936 4000

DX number 23 DX exchange LONDON/CHANCERY LANE

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



.D1

LMFXHZKJ

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COMPANIES HOUSE

22/10/04

10/03

Oyez

10

Please complete in typescript,
or in bold black capitals.

CHFP041

Notes on completion appear on final page

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

5267819

Company Name in full

The London Organising Committee of the Olympic Games Limited

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

1 Canada Square

Canary Wharf

Post town

London

County / Region

Postcode E14 5LT

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.

Agent's Name

JORDANS LIMITED

20/22 BEDFORD ROW

LONDON

WC1R 4JS

Post town

County / Region

Postcode

Number of continuation sheets attached

1

FRESHFIELDS BRUCKHAUS DERINGER

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65 FLEET STREET, LONDON, ENGLAND, UNITED KINGDOM

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for companies registered in Scotland

DX 235 Edinburgh



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COMPANIES HOUSE

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0134

22/10/04

Form revised April 2002

Company Secretary (see notes 1-5)

Company name	The London Organising Committee of the Olympic Games Limited	
NAME	*Style / Title	Mr
*Voluntary details	*Honours etc.	
Forename(s)	Charles Saradiyal Lerwill	
Surname	Wijeratna	
Previous forename(s)		
Previous surname(s)		
Address ††	78 Blenheim Crescent	
<input type="checkbox"/>		
Post town	London	
County / Region		Postcode W11 1NZ
Country	UK	
I consent to act as secretary of the company named on page 1		
Consent signature	<i>Charles Wijeratna</i> Date 20/10/04	

Directors (see notes 1-5)

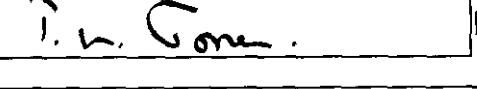
Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc.					
Forename(s)	Charles Saradiyal Lerwill							
Surname	Wijeratna							
Previous forename(s)								
Previous surname(s)								
Address ††	78 Blenheim Crescent							
<input type="checkbox"/>								
Post town	London							
County / Region		Postcode W11 1NZ						
Country	UK							
Day	Month	Year						
1	0	1	2	1	9	6	7	Nationality British
Date of birth								
Business occupation	Commercial Director							
Other directorships								
I consent to act as director of the company named on page 1								
Consent signature	<i>Charles Wijeratna</i> Date 20/10/04							

†† 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 principal office address.

Directors (continued) (see notes 1-5)

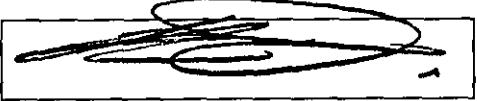
Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc.
*Voluntary data is	Forename(s)	Timothy William	
	Surname	Jones	
	Previous forename(s)		
	Previous surname(s)		
<small>† 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 principal office address.</small>			
Address †	34 Oakfield Road		
	Post town	Ashtead	
	County / Region	Surrey	Postcode KT21 2RD
	Country	UK	
Date of birth	Day	Month	Year
	3 0 0 5 1 9 5 7	Nationality British	
Business occupation	Solicitor		
Other directorships			
<small>I consent to act as director of the company named on page 1</small>			
Consent signature			Date 20/10/04

This section must be signed by

Either

an agent on behalf of all subscribers

Signed		Date 22/10/04
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Or the subscribers

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

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.

CH/ACC



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

S267819

MEMORANDUM OF ASSOCIATION

-OF-

**THE LONDON ORGANISING COMMITTEE OF THE OLYMPIC GAMES
LIMITED**

1. The company's name is "The London Organising Committee of the Olympic Games Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are the planning, organising, financing and staging of the games of the XXX Olympiad and the Paralympics in 2012 and the doing of all such other things as are incidental or conducive to the attainment of that object.
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute such amount as may be required (not exceeding one pound Sterling) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.



We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers

T. W. Jones.

Timothy William Jones

32 Oakfield Road
Ashtead
Surrey
KT21 2RD

Charles Saradiyal Lerwill Wijeratna

78 Blenheim Crescent
London
W11 1NZ

Dated: 29/10/04

Witness to the above Signatures:



Mitchell Wells

1 Canada Square
Canary Wharf
London
E14 5LT

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

**THE LONDON ORGANISING COMMITTEE OF THE OLYMPIC GAMES
LIMITED**

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A:

- (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and

- (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

DIRECTORS' EXPENSES

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

11. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

NOTICES

12. The second sentence of regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

Names and addresses of Subscribers

T. W. Jones.

Timothy William Jones

32 Oakfield Road
Ashtead
Surrey
KT21 2RD

Charles Saradiyal Lerwill Wijeratna

78 Blenheim Crescent
London
W11 1NZ

Dated: 29/10/04

Witness to the above Signatures:

M. Wells

MICHAEL WELLS

1 Canada Square
Canary Wharf
London
E14 5LT