

On Her Majesty's Service

CORPORATE AFFAIRS COMMISSION

G.P.O. Box 2626

Sydney, N.S.W. 2001

HARLEY LITTLE ASSOCIATES PTY LTD.

185796

JACKET B

NEW SOUTH WALES

Companies Act, 1961
Sections 112 (1), (1A)
346 (1) (f)
347 (1) (d)

CC23

Form 37

3 JUN 1976 9 5 6

FOR OFFICE USE ONLY	
Reg. No.	185796
Location No.	
Date and Batch No.	
Film W/Sheet No.	005419
Document No.	144610

25 MAY 1976
COMMISSIONER

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

TO THE CORPORATE AFFAIRS COMMISSION

HARLEY, LITTLE (AUSTRALASIA) PTY LTD a local company

hereby gives notice that—

As from the date of incorporation of the company, 25 MAY 1976, 19,

the address of the registered office of the Company in New South Wales will be 1
6th Floor, 396 Kent Street,

Sydney, N.S.W. Postcode: 2000

As from the date of incorporation of the company, day of 19,

the days and hours during which that office is (*to be) open and accessible to the public are
as follows:

Dated this 21st day of April, 1976

* Director
* Secretary
* Subscribing

(A subscriber or Solicitor may sign this notice only prior to the incorporation of the company)

* Strike out whichever are inapplicable.

† Insert full address, including, where applicable, the number of the room and of the floor or level on which the office is situated in the building.

NOTE: Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.

A.M. MAGOFFIN & CO.,

Lodged by: Chartered Accountants

Box 4239, G.P.O. Sydney

Phone: 27 4301

SEE INSTRUCTIONS FOR LODGMENT
AND FEES PAYABLE ON REVERSE
SIDE OF THIS FORM.

If a receipt is required please tick ☒

BT 6428-1

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

4th

day of June 19 76

3774

M 10730

R67

COMMISSIONER

JACKET B

Companies Act, 1961

Document No. _____

Sections 112 (1), (1A) and (1B)
346 (1) (f) and (1A)
347 (1) (d) and (1A)

Completed
LODGED with the Corporate
Affairs Commission on:

Form 37

COMMISSIONER

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018, N.S.W. 2001)

Reg. No. 185796 - 00

TO THE COMMISSIONER FOR CORPORATE AFFAIRS

HARLEY, LITTLE ASSOCIATES PTY.

LIMITED

*a local company

*a foreign company

hereby gives notice that—

†1. As from ~~*the date of incorporation of the company,~~
*the 3rd day of June, 1980.

the address of the registered office of the Company in New South Wales will be _____
152 Clarence Street, Sydney, N.S.W. 2000

† Insert full address, including, where applicable, the number of the room and of the floor or level of the building in which the office is situated.

†2. As from ~~*the date of incorporation of the company,~~
*the _____ day of _____, 19____,
~~the days and hours during which the office~~ *will be open _____
*is open _____

Dated this 3rd day of June, 1980

* Director.
* Secretary.
* Agent in New South Wales.

* In the case of a proposed company by a person who has consented to act as a director of the company or who is a subscriber to the memorandum of association.

* Strike out whichever are inapplicable.

† Strike out if inapplicable.

NOTE. Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.

PLEASE COMPLETE:

Lodged by: J.V. ALLEN & CO.,
Chartered Accountants,
DX 299 Sydney.

SEE INSTRUCTIONS FOR LODGMENT
AND FEES PAYABLE ON REVERSE
SIDE OF THIS FORM.

Phone: _____

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

19 81.

day of March

DATED this fifth

8728

Commissioner
under delegation from the Commission

JACKET B

NEW SOUTH WALES

Companies Act, 1961

Document No. _____

Sections 112 (1), (1A) and (1B)
 346 (1) (f) and (1A)
 347 (1) (d) and (1A)

5693

COMPLETED

LODGED with the Corporate
 Affairs Commission on:

- 1 MAY 1981

Form 37

COMMISSIONER

NO FEE
 \$27/4/81
 Y

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
 (G.P.O. Box No. 7018, N.S.W. 2001)

Reg. No. 185796-0010

TO THE COMMISSIONER FOR CORPORATE AFFAIRS

HARLEY, LITTLE ASSOCIATES PTY.

Limited,

by gives notice that—

†1. As from ~~the date of incorporation of the company,~~
 *the 22nd day of April, 1981

the address of the registered office of the Company in New South Wales ~~will be~~
Suite 101B, 1st floor, 83 York Street, ~~is~~
Sydney 2000
 Postcode: _____

† Insert full address, including, where applicable, the number of the room and of the floor or level of the building in which the office is situated.

†2. As from ~~the date of incorporation of the company,~~
 *the _____ day of _____, 19____,
 the days and hours during which the office ~~will be open~~
~~is open~~ are.

Dated this 22nd day of April, 1981

- * Director.
- * Secretary.
- * Agent in New South Wales.

* In the case of a proposed company by a person who has consented to act as a director of the company or who is a subscriber to the memorandum of association.

* Strike out whichever are inapplicable.
 ‡ Strike out if inapplicable.

NOTE. Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.

PLEASE COMPLETE:

Lodged by: J. V. ALLEN & CO.
DX 299 SYDNEY

SEE INSTRUCTIONS FOR LODGMENT
 AND FEES PAYABLE ON REVERSE
 SIDE OF THIS FORM.

Phone: 290 3199

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this _____ day of _____ 1981

9147

Commissioner
 under delegation from the Commission

JACKET B

NEW SOUTH WALES

Companies Act, 1961

Section 115 (4)

Form 42

LIST OF PERSONS WHO HAVE
CONSENTED TO BE DIRECTORSLODGED in the Office of the
Corporate Affairs Commission on

25 MAY 1976

COMMISSIONER

FOR OFFICE USE ONLY

Reg. No.

185796-00

Location No.

Date and Batch No.

27 MAY 1976 ADP

Film W/Sheet No.

005420

Document No.

25 MAY 1976

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

HARLEY, LITTLE (AUSTRALIASIA) PTY. LTD.

KROPPED

TO THE CORPORATE AFFAIRS COMMISSION:

I, * John Robert Thomas

*Insert name, address
and description.

of

one of

the persons desiring the incorporation of HARLEY, LITTLE (AUSTRALASIA)

PTY. LTD.

KROPPED hereby

certify that the undermentioned persons have consented to be directors of that company.

Full Name	Address	Description (i.e. Occupation)
James Herbert LITTLE	[REDACTED]	Management Consultants
Douglas Harold HARLEY	[REDACTED]	Company Director
Alan Frank FELTON	[REDACTED]	Company Director
John Ernest DAVIS	[REDACTED]	Architect

Dated this 12th day of [REDACTED], 1976

(Signature)

PLEASE COMPLETE

Lodged by: A.M. MAGOFFIN & CO.
Chartered Accountants

Box 4299, G.P.O.,

Sydney, N.S.W. 2001

Phone No.: 27 5301

NOTE: -

This document is
required to be lodged
with the Memorandum
of a Company for
registration.

Fee: - \$5

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

4th

day of

June

1976

3774

M 10730

B67

COMMISSIONER

JACKET B

LODGED in the Office of the
Corporate Affairs Commission
on [REDACTED] 1976
[REDACTED]
COMMISSIONER

Form 43

Presented

13/4/76

NEW SOUTH WALES

Companies Act, 1961 Section 134 (6) and (7)

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

HARLEY LITTLE (AUSTRALASIA) PTY. LTD.

XXXXXX

FOR OFFICE USE ONLY

Reg. No. 185796-00

Location No. None

Date and Batch No.

Film Worksheet No.

Document No. 002100

10.6.76

ST 1970-1

DIRECTORS*

Present Names†	Former Names†	Address‡	Business Occupation (if any)	Particulars of other Directorships§	Nature of Appointment or Change	Date of Appointment or Change
LITTLE James Herbert	-	[REDACTED]	Management Consultant	Nil	Appointed By Memorandum	Subscribers to 25/5/1976
HARLEY Douglas Harold	-	[REDACTED]	Company Director	Nil	Appointed By Memorandum	Subscribers to 25/5/1976
FELTON Alan Frank	-	[REDACTED]	Company Director	Nil	Appointed By Memorandum	Subscribers to 25/5/1976
DAVIS John Ernest	-	[REDACTED]	Architect	Nil	Resigned	1/6/76
ALLEN John Victor	-	[REDACTED]	Chartered Accountant	Nil	Appointed	Subscribers to 25/5/1976

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

MANAGERS AND SECRETARIES*

Full Name and Office in Company	Address‡	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers					A.M. MAGOFFIN & COL Chartered Accountants Box 4299, G.P.O., Sydney, N.S.W. 2001
Secretaries					
FLEMING Mary Johnston Ellis	[REDACTED]	Company Secretary	Appointed	25/5/1976	Phone No. 27 5301

Dated this 3rd day of June, 1976

FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

Directed
Secretary*

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of June 1976

3830

M 10740

R67

COMMISSIONER

JACKET B

LODGED in the Office of the
Corporate Affairs Commission
on 10 JUN 1976

COMMISSIONER

Form 43

Presented

NEW SOUTH WALES

Companies Act, 1961 Section 134 (6) and (7)

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

HARLEY LITTLE (AUSTRALASIA) PTY. LTD. ~~XXXXXX~~

DIRECTORS*

Present Names†	Former Names†	Address‡	Business Occupation (if any)	Particulars of other Directorships§	Nature of Appointment or Change	Date of Appointment or Change
LITTLE James Herbert	-	[REDACTED]	Management Consultant	Nil	Appointed By Memorandum	Subscribers to 25/5/1976
HARLEY Douglas Harold	-	[REDACTED]	Company Director	Nil	Appointed By Memorandum	Subscribers to 25/5/1976
FELTON Alan Frank	-	[REDACTED]	Company Director	Nil	Appointed By Memorandum	Subscribers to 25/5/1976
DAVIS John Ernest	-	[REDACTED]	Architect	Nil	Resigned	1/6/76
ALLEN John Victor	-	[REDACTED]	Chartered Accountant	Nil	Appointed	Subscribers to 25/5/1976

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

MANAGERS AND SECRETARIES*

Full Name and Office in Company	Address‡	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers					A.M. MAGOFFIN & COL Chartered Accountants Box 4299, G.P.O., Sydney. N.S.W. 2001
Secretaries					
FLEMING Mary Johnston Ellis	[REDACTED]	Company Secretary	Appointed	25/5/1976	Phone No. 27 5301

Dated this 30th day of June, 1976

FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

Director
Secretary*

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of June 1976

3830

M 10740

R67

COMMISSIONER

NEW SOUTH WALES
COMPANIES ACT, 1961

(Section 54)

LODGED in the Office of the
Corporate Affairs Commission
on:

10 JUN 1976

COMMISSIONER

Form 17

FOR OFFICE USE ONLY

Reg. No. 185796-00

Location No. NONE

Date and Batch No.

Film W/Sheet No.

082155

Document No.

B5 10.6.76p

RETURN OF ALLOTMENT OF SHARES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

HARLEY LITTLE (AUSTRALASIA) PTY. LTD.

XXXXXX

The shares referred to in this return were allotted or are deemed to have been allotted under section 54 (7) of the Companies Act, 1961, *on the 25th day of May, 1976
*between the day of 19 and the day of 19

† Shares allotted or deemed to have been allotted

1. For CASH:

	No.	Preference	Ordinary	Other (specify class)
(a) number of shares		NIL	2	NIL
(b) nominal amount of EACH share	\$	-	1.00	-
(c) amount (if any) paid on EACH share	\$	-	1.00	-
(d) amount (if any) due and payable on EACH share	\$	-	-	-
(e) amount of premium paid or payable on EACH share	\$	-	-	-

2. For CONSIDERATION OTHER THAN CASH:

	No.	Preference	Ordinary	Other (specify class)
(a) number of shares:		NIL	NIL	NIL
(i) as fully paid up		-	-	-
(ii) as partly paid up		-	-	-
(b) nominal amount of EACH share	\$	-	-	-
(c) if partly paid up—the amount treated as paid up on EACH share	\$	-	-	-
(d) amount of premium treated as paid up or payable on EACH share	\$	-	-	-

(e) = The consideration for which the shares have been so allotted is as follows:

3. ‡ The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	Christian or other names§	Address	Number of shares allotted					
			Preference		Ordinary		Other kinds	
			Cash	Otherwise	Cash	Otherwise	Cash	Otherwise
ALLEN	John Victor		-	-	1	-	-	-
					Signatory Share			
THOMAS	John Robert		-	-	1	-	-	-
					Signatory Share			

Dated this 3rd day of June

Director/Secretary

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of June 1976

3830

M 10740

R67

* Strike out whichever is inapplicable.

† Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares subscribed for in the memorandum are to be included in this return and identified as such.

‡ If the allotment is made pursuant to a contract in writing, the company shall lodge with this return the contract evidencing the entitlement of the allottee or a copy of any such contract certified as prescribed.

§ Where, by virtue of section 54 (2) of the Companies Act, 1961, a company does not include in paragraph 3 of this Form the particulars mentioned in section 54 (1) (d) of that Act, the company shall complete the certificate set out in this Form—(one over)

¶ Insert all Christian or other names, or at least one Christian or other name and other initials.

NEW SOUTH WALES

LODGED in the Office of the
Corporate Affairs Commission on

NOV 1976

COMMISSIONER

Form 42

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

HARLEY LITTLE (AUSTRALASIA) PTY. LTD.

REFERENCES

DIRECTORS:

Present Names†	Former Names†	Address†	Business Occupation (if any)	Participate in other Directorships	Nature of Appointment or Change	Date of Appointment or Change
LITTLE James Herbert			Managerment Consultant		Continuing	
HARLEY Douglas Harold			Company Director		Continuing	
DAVIS John Ernest			Architect		Continuing	
FELTON Alan Frank			Company Director		Resigned	11.8.76
ALLEN John Victor			Chartered Accountant		Resigned	11.8.76

MANAGERS AND SECRETARIES

Full Name and Office in Company	Address	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers					Led by <u>A.M. Macgoffin</u> & Co. 13th Floor, 5 Gresham St. Sydney
Secretaries					
FELMING Mary Johnston			Resigned	11.8.76	
DAVIS John Ernest		Architect	Appointed	11.8.76	Phone No. <u>27.5301</u>

Dated this 12th day of March, 1976

Director
Secretary

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this twelfth day of November 1976

4156.

COMMISSIONER

K67

Jacket B

NEW SOUTH WALES
COMPANIES ACT, 1961
(Section 54)

LODGED in the Office of the
Corporate Affairs Commission
on:

COMMISSIONER

Form 17

Reg. No.	12-06-20
Location No.	
Date and Batch No.	
Film W Sheet No.	
Document No.	302

RETURN OF ALLOTMENT OF SHARES

HARLEY LITTLE (AUSTRALASIA) PTY. LTD. ~~LIMITED~~

The shares referred to in this return were allotted or are deemed to have been allotted under section 54 (7) of the Companies Act, 1961, *on the 11th day of August, 1976
*between the day of 19 and the day of 19

† Shares allotted or deemed to have been allotted

1. For CASH:

	No.	Preference	Ordinary	Other (specify class)
(a) number of shares	Nil		1998	Nil
(b) nominal amount of EACH share	\$		\$1.00	
(c) amount (if any) paid on EACH share	\$		\$1.00	
(d) amount (if any) due and payable on EACH share	\$			
(e) amount of premium paid or payable on EACH share	\$			

2. For CONSIDERATION OTHER THAN CASH:

	No.	Preference	Ordinary	Other (specify class)
(a) number of shares:				
(i) as fully paid up	Nil		Nil	Nil
(ii) as partly paid up				
(b) nominal amount of EACH share	\$			
(c) if partly paid up—the amount treated as paid up on EACH share	\$			
(d) amount of premium treated as paid up or payable on EACH share	\$			

(e) : The consideration for which the shares have been so allotted is as follows:

3. (The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	Christian or other names*	Address	Number of shares allotted					
			Preference		Ordinary		Other kinds	
			Cash	Otherwise	Cash	Otherwise	Cash	Otherwise
Harley, Little Associates Inc.		Suite 600, 920 Yonge St. Toronto Ontario, Canada				1499 shares		
Jadel Pty. Ltd. c/- A.M. Magoffin & Co.		13th Floor, 5 Gresham Street, Sydney				499 shares		

Dated this 10th day of August 1976

* Director/Secretary

*Strike out whichever is inapplicable.

† Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares subscribed for in the memorandum are to be included in this return and identified as such.

‡ If the allotment is made pursuant to a contract in writing, the company shall lodge with this return the contract evidencing the entitlement of the allottee or a copy of any such contract as may be prescribed.

§ Where, by virtue of section 54 (2) of the Companies Act, 1961, a company does not include in paragraph 3 of this Form the particulars mentioned in section 54 (1) (d) of that Act, the company shall complete the certificate set out in this Form. (See over.)

|| Inter: all Christian or other names, or at least one Christian or other name and other initials.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of November 1976

twelfth

DATED this

4156-

LODGED with the
Corporate Affairs Commission on

9 MAY 1979

COMMISSIONER

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

HARLEY, LITTLE ASSOCIATES PTY. LIMITED

This ^{is} _{is not} the first Return lodged following incorporation

Reg. No. 185796-00

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018 N.S.W. 2001)

DIRECTORS*

Present Name†	Former Name†	Address‡	Other business occupation (if any)	Particulars of other Directorships§ (if none, state so)	Nature of Appointment or Change	Date of Appointment or Change
Douglas Harold HARLEY		[REDACTED]	Company Director	NONE	Resigned	22.6.78
Jamie Shier COATSWORTH		[REDACTED]	Controller	NONE	Appointed	22.6.78
John Ernest DAVIS		[REDACTED]	Architect	NONE	Continuing	
James Herbert LITTLE		[REDACTED]	Management Consultant	NONE	Continuing	

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address‡	Other Business Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers*					Lodged by Arthur Young & Company, 50 Bridge Street SYDNEY NSW 2000
Secretaries*					
John Ernest DAVIS		Architect	Continuing		Phone No. 233 6966

Dated this 30 day of JUNE, 1978

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

-W 57 261-1

Director
Secretary

Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purpose of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this twenty-second day of May 1979.

6696

M 10730 D. West, Government Printer

R67

COMMISSIONER

LODGED with the
Corporate Affairs Commission on
19 JAN 1982

COMMISSIONER

Companies Act, 1961, section 134 (6)

Doc. No.

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

Harley, Little Associates Pty. LIMITED

This ^{is} _{is not} the first Return lodged following incorporation

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7010 N.S.W. 2001)

Reg. No. 185796-00

DIRECTORS*

Present Name†	Former Name†	Address†	Other business occupation (if any)	Particulars of other Directorships† (if none, state so)	Nature of Appointment or Change†	Date of Appointment or Change
Douglas Harold HARLEY.			Co. Director	Nil	Resigned	14.12.81
Jamie Sheer COATSWORTH			Controller	Nil	Resigned	14.12.81
John Ernest DAVIS			Architect	Nil	Continuing	
Elizabeth DAVIS			-	Nil	Appointed	14.12.81
James Herbert LITTLE			Mgt. Cons	Nil	Resigned	14.12.81

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address†	Other Business Occupation (if any)	Nature of Appointment or Change†	Date of Appointment or Change†	
Managers*					Lodged by J.V.Allen & Co. DX299
Secretaries*					
John Ernest DAVIS		Architect	Continuing		
Elizabeth DAVIS		-	Appointed		Phone No. 290-3199

Dated this 20th day of December 1981

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEE PAYABLE ON REVERSE SIDE

Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this eighth day of February 19 82.

10051

under delegation from the Commission

LODGED IN THE OFFICE OF
THE CORPORATE AFFAIRS
COMMISSIONER ON
25 MAY 1976

COMMISSIONER

New South Wales
Companies Act, 1961
A Company Limited by Shares



MEMORANDUM OF ASSOCIATION

of

005418
25 MAY 1976

HARLEY, LITTLE (AUSTRALASIA) PTY. LTD.

1. The name of the Company is HARLEY, LITTLE (AUSTRALASIA) PTY. LTD.

2. The registered office of the Company will be situated at Sydney or at such other place in the State of New South Wales as the Directors may from time to time decide.

3. The objects for which the Company is established are:-

(a) To carry on the business of management consultants and advisers to any persons firms corporations authorities organisations and associations and to provide or obtain all commercial technical managerial or general services and advice which may be required by any customers or clients of the Company.

(b) To carry on the business of builders constructors designers engineers planners and consultants in relation to the erection execution alteration or demolition of buildings and other works of every description including but without in any way limiting the generality of the foregoing offices, shops arcades warehouses dwelling houses hotels factories machines plant equipment roads railways tramways bridges airports dams docks harbours waterways wharves quarries mines canals reservoirs embankments and other works and buildings of public or private utility and to carry on the business of any trade associated with the erection or demolition of such buildings and other works.

(c) To carry on business as financiers capitalists promoters concessionaires merchants brokers bankers merchant bankers and to undertake all kinds of financial industrial commercial trading and other operations or transactions including the acceptance of money on deposit or loan the lending of money and the making of advances negotiating loans finding investments collecting rents and other moneys acting as monetary agents financial advisers investment consultants portfolio managers share registrars and the carrying on of hire purchase cash order lay-by discounting and factoring business.

D.P. SECTION

Not Required

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

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- (d) To act as nominee custodian trustee or investment trustee for any organisation fund person or trust and to undertake and execute as trustee the trusts of any settlement declaration of trust or other deed or instrument and for such purposes or any of them to take and acquire any real or personal property and to hold administer manage and deal with the same or any part thereof upon such trusts and to exercise carry out and perform all or any of the powers authorities and discretions thereby conferred or therein implied.
- (e) To acquire or take by subscription purchase exchange or otherwise acquire shares whether fully or partially paid up or otherwise stock bonds debentures notes rights options and all other securities of any other company syndicate association or body of persons and to hold place sell give options over exchange and otherwise deal with or turn to account any such shares stocks bonds debentures notes rights options and other securities and generally to exercise all rights and powers conferred by or incidental to the ownership thereof.
- (f) To acquire by purchase lease or otherwise land and hereditaments or any estate or interest therein including any rights easements and privileges over or connected therewith and to erect and construct houses buildings or works of every description on any land of the Company or upon any other land and to pull down rebuild enlarge alter improve renovate decorate furnish maintain and manage existing houses buildings or works thereon and to develop farm share farm graze cultivate plant drain or subdivide any such land to hold sell lease let exchange or otherwise deal with or turn to account such land hereditaments estate interest houses buildings or works and generally to exercise all rights and powers conferred by or incidental to the ownership thereof.
- (g) To carry on the business in all its branches of suppliers processors repairers manufacturers buyers sellers wholesalers retailers and distributors and dealers in goods wares merchandise products chattels and commodities of every description and whether raw or manufactured.
- (h) To carry on the business of agents in all its branches including that of real estate business stock and station management collection mercantile insurance forwarding commission and general agent.
- (i) To carry on the business of financial advisors investment consultants and or managers portfolio managers actuaries and management consultants and to provide administrative accounting and secretarial services to or on behalf of any fund scheme organisation trust person or company whatsoever.
- (j) To underwrite or subunderwrite either alone or jointly with any other company firm or person the shares stocks bonds debentures notes rights options and other securities of any other company.

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- (k) To carry on the business of graziers pastoralists agriculturists farmers dairymen fellmongers sheep shearers scourers tanners and curriers and to acquire purchase sell and otherwise deal in and to breed raise fatten graze and keep livestock of all descriptions to acquire purchase sell and otherwise deal in dead stock of every description and the wool hide skins tallow and other produce therefrom and to acquire purchase sell and otherwise deal in pastoral agricultural and farm produce of every description.
- (l) To acquire purchase sell let hire repair service and otherwise deal in machinery motor vehicles trailers caravans wagons rolling stock aircraft boats barges ships vessels cranes scaffolding tools and plant and equipment of every description whether new or used and the parts components and accessories thereof and products of every description used in connection therewith and to acquire purchase or otherwise accept use and turn to account franchises licences and privileges with respect to the purchasing selling letting hiring repairing and or servicing of the same.
- (m) To carry on the business of carriers truckers transporters removalists conveyors dockers couriers shippers hauliers lightermen wharfingers and warehousemen of every description and to carry on the business of merchant importer exporter trader and dealer in raw or manufactured materials in any part of the world.
- (n) To acquire by purchase lease exchange or otherwise lands mines mineral petroleum and other properties of any tenure grants concessions claims rights leases licences and options and any rights in to or over the same and to mine prospect work develop dredge drill test and explore for all metals minerals petroleum gas precious stones and other substances and generally to work the same and to refine or otherwise treat the produce therefrom and to acquire purchase sell or otherwise deal with mining produce of every description.
- (o) To carry on the business of manufacturing designing and general engineers manufacturers of industrial and agricultural implements and machinery of every description tool-makers brass founders iron steel and metal workers boiler-makers mill-wrights machinists smiths woodworkers builders metallurgists electricians engineers water supply engineers gasmakers and merchants of every description.
- (p) To lend money to such persons firms or companies and on

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such terms and whether with or without security as may be thought fit and to guarantee any contracts agreements or obligations of any person firm or company and generally to give any undertakings guarantees or indemnities which may seem expedient to the Company and with or without security and with or without the Company receiving any consideration for so doing.

- (q) To borrow raise or secure the payment of money in such manner and on such terms as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract agreement guarantee or other obligation incurred or to be entered into by the Company in any way and to mortgage all or any of the property of the Company or issue debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the Company both present and future including its uncalled capital and to redeem pay off or agree to a variation of all or any of such securities.
- (r) To draw make accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable transferable or mercantile instruments and all instruments deeds or documents considered necessary or desirable for carrying out all or any of the objects of the Company.
- (s) To carry on assist subsidise manage supervise control finance contribute to take part in or take over wholly or in part any trade industry business or undertaking whatsoever (whether manufacturing trading financial commercial or otherwise) which may be thought capable of being conveniently carried on by the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or to be of benefit to the Company in any way.
- (t) To purchase or otherwise acquire and take over any business or undertaking carried on upon or in connection with any land or building which the Company may desire to acquire to become interested in and the whole or any of the assets and liabilities of such a business or undertaking and to carry on the same and or to dispose of remove or put an end thereto or otherwise deal with the same.
- (u) To establish carry on and to promote the establishment and carrying on upon any property in which the Company is interested any business which may be conveniently carried on upon or in connection with such property and the establishment of which may be calculated to enhance the value of the Company's interests in such property or to facilitate the disposal thereof.

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- (v) To purchase or otherwise acquire and carry on manage finance and undertake the whole or any part of the business including the goodwill property rights and liabilities of any person firm or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (w) To take up or otherwise acquire shares stocks or any other form of capital in any other company having objects in whole or in part similar to those of this Company or carrying or empowered to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to pay for such shares stock or capital either wholly or partly in cash shares stock bonds debentures notes rights options or otherwise howsoever as this Company may deem expedient.
- (x) To amalgamate or enter into partnership or into any arrangement for sharing profits union of interests co-operation joint venture reciprocal concession or otherwise with any person firm or company carrying on or engaged in or about to carry on or engage in any business or transaction altogether or in part similar to that carried on by this Company or any which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company and to do so in such manner and upon such terms and conditions as may be thought fit.
- (y) To promote any other company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to transfer to such company or companies any of the property of this Company and take or otherwise acquire and hold shares stock bonds debentures notes rights options or other securities of any such company or companies and to subsidise or otherwise assist any such company or companies and to remunerate any person or company for services rendered in placing or assisting to place or guarantee the placing of any of the shares of such promoted company or companies or of any stock bonds debentures or other securities of the same or in and about such promotion.
- (z) To sell improve manage develop exchange lease license let on hire mortgage charge place under offer dispose of or otherwise deal with or turn to account all or any part of the undertaking rights property or privileges of the Company as a going concern or otherwise for such consideration as may be thought fit and in particular and without affecting the generality of the foregoing for cash or on credit

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or for fully or partially paid up shares stock bonds debentures notes rights options or other securities of any other company or partly for cash or on credit and partly for such shares stock bonds debentures notes rights options or other securities or on such terms of sharing in the profits of such other company or in consideration of a royalty or on such terms as may be determined.

- (aa) To apply for purchase or acquire in any way whatsoever any patents licences sub-licences concessions or other rights conferring any exclusive or non-exclusive or limited right to use or any secret or other formula or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem likely directly or indirectly to benefit this Company and to use exercise develop or grant licences sub-licences or rights in respect of or otherwise turn to account such patents licences sub-licences concessions rights or information.
- (bb) To purchase take on lease or in exchange hire or otherwise acquire or deal with for such consideration as may be thought fit including shares either fully or partially paid up or otherwise any property assets real or personal or any rights or privileges which may be considered of benefit to the Company and in particular and without affecting the generality of the foregoing any lands leases buildings easements copyrights trade marks designs plant goods and stock in trade and to hold develop work or otherwise turn the same to account in any manner that may be deemed expedient or advisable and also to construct maintain repair alter add to destroy or replace any factories buildings fixtures chattels plant apparatus or equipment.
- (cc) To pay either wholly or partly in cash shares stock bonds debenture notes rights options or otherwise as may be deemed expedient for any business property rights or privileges acquired by the Company or services rendered or to be rendered.
- (dd) To accept any shares stock debenture stock bonds notes rights options or other securities issued or guaranteed by any other company in payment or part payment for any property sold or business undertaken or services rendered or to be rendered or rights or privileges given or conferred by this Company.
- (ee) To enter into any arrangement or agreement with any governments or authorities whether central municipal local or otherwise or with any public or governmental body that may seem conducive to the carrying out of the Company's objects

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or any of them or of benefit to the Company directly or indirectly and to obtain from any such government or body any rights privileges or concessions which may be deemed advisable or of benefit to obtain and carry out exercise and make use of and turn to account any such arrangements agreements rights privileges and concessions.

- (ff) To invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined.
- (gg) To distribute among the members in specie any of the property of the Company and 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.
- (hh) To procure the Company to be registered or recognised in any country state territory or place and to do all things necessary to enable it to effectually carry on business therein.
- (ii) To expend in any way deemed fit by the Company with the view of improving the value of any business or property of the Company or of otherwise directly or indirectly advancing its interests.
- (jj) To pay all or any of the costs charges and expenses preliminary and incidental to the formation establishment registration and promotion of the Company and any company to be promoted as herein provided or to contract with any person firm or company to pay the same and to remunerate any person firm or company for services rendered or to be rendered for underwriting placing selling or guaranteeing a subscription of any shares stock bonds debentures notes rights options or other securities or obligations of the Company or of any company to be promoted as aforesaid.
- (kk) To provide for all or any of the employees of the Company or any subsidiary of the Company any special benefits privileges or advantages whether by way of sharing in profits of the Company or otherwise and generally to implement such schemes in such manner and to such extent as the Company may think fit.
- (ll) To establish and support or aid in the establishment and support of associations institutions funds and trusts calculated to benefit employees or ex-employees of the Company or any subsidiary or predecessor in business of the Company or the dependants or connections of such persons and to grant pensions allowances and annuities either by way of annual or other periodic payment or a lump sum and to make payments towards insurance generally to pre-scribe or guarantee money for any charitable benevolent or public objects whatsoever.

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- (mm) To join or become a member of any association company or society formed or to be formed for the protection or advancement of the interests of employers or others engaged in any trade or business and to subscribe to or subsidise any such association company or society.
- (nn) To make gifts or donations as the Directors think fit to any person firm company or other body and to establish settlements and trusts for the benefit of any such person firm company or other body upon such terms and conditions and for such periods as the Directors think fit. Without limiting the generality of the foregoing the Directors may exercise the powers conferred by this clause in favour of or for the benefit of any relative or dependant of any Director shareholder employee or office holder of the Company and notwithstanding that the Directors at the time of the exercise of such power do not constitute an independent board.
- (oo) To obtain any provisional order Act or Parliament regulation or ordinance for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purposes which may seem to the Company expedient and to oppose any proceedings or applications which may seem likely directly or indirectly to prejudice the interests of the Company.
- (pp) To insure against all such risks liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as its shall think fit.
- (qq) To adopt such means whatsoever which the Company may think fit of making known all or any of the operations objects business products and activities of the Company or any subsidiary of the Company whether such operations objects business products or activities are existing projected or otherwise.
- (rr) To do all or any of the above things in any part or parts of the Commonwealth of Australia or elsewhere as principal agent partner joint owner manager contractor trustee attorney or in any other capacity whatsoever and by or through one or more trustees subsidiary companies agents attorneys contractors or otherwise howsoever and either alone or in conjunction with any other person or persons firm or firms or company or companies and in its own name the name of a nominee or otherwise.
- (ss) To do or cause to be done all such other acts matters and things as are considered by the Company incidental or likely to be conducive to the attainment of the above objects or any of them or to be of benefit to the Company.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

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AND IT IS HEREBY DECLARED that the word "Company" in this Clause 3 shall except where it refers to this Company be deemed to include any partnership or other body of persons whether corporate or not and whether domiciled in any part of the Commonwealth of Australia or elsewhere and the intention is that the objects specified in each paragraph of this Clause 3 shall except where otherwise expressed in such paragraph be independent main objects and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The capital of the Company is Ten thousand dollars (\$10,000.00) divided into Ten thousand (10,000) shares of One dollar (\$1.00) each and any shares of which the capital of the Company may from time to time consist may be divided into different classes and may be issued with any preferential special deferred or qualified rights privileges or conditions attached to same.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

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6. The full names addresses and occupations of the subscribers are as set forth below; and WE the said subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take 100 number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS	SUBSCRIBERS' SIGNATURES	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	WITNESS
John Victor ALLEN [Redacted] Road Chartered Accountant	[Redacted]	One (1) Ordinary Share	Witness to both signatures. [Redacted] (M J E. FLEMING)
[Redacted] John Robert THOMAS Chartered Accountant	[Redacted]	One (1) Ordinary Share	Company Secretary (MARY JOHNSTON ELLIS FLEMING)

DATED this 21st day of April 1976.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 4th day of June 1976.

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New South Wales
Companies Act, 1961
A Company Limited by Shares

ARTICLES OF ASSOCIATION

of

HARLEY, LITTLE (AUSTRALASIA) PTY. LTD.

1. The regulations contained in Table "A" of the Fourth Schedule to the Companies Act 1961 (excepting those hereinafter excluded and omitted and subject to the following substitutions and alterations) shall together with the additional Articles hereinafter contained be adopted as the Articles of Association of the Company.

Regulations 65 and 66 of the said Table "A" are hereby expressly omitted.

Regulations 22, 41, 42, 47, 54, 63, 65, 66, 67, 69, 71, 81, 83 and 98 of the said Table "A" are hereby expressly omitted and the following Articles expressed to be in lieu thereof and substituted therefor.

Regulation 72 of the said Table "A" is altered in the manner hereinafter set forth.

2. The Company is a proprietary company and accordingly the following provisions shall have effect:-
 - (a) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
 - (b) The number of members of the Company (counting joint holders of shares as one person and not counting any person in the employment of the Company or of its subsidiary or any person who while previously in the employment of the Company or of its subsidiary was and thereafter has continued to be a member of the Company) shall not be more than fifty.
 - (c) Any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited.
 - (d) Any invitation to the public to deposit money with the Company for fixed periods or payable at call whether bearing or not bearing interest is hereby prohibited.



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3. (In lieu of Regulation 22 of Table "A")

The Directors may decline to register any transfer of shares to a person of whom they do not approve without assigning any reason therefor.

4. (In lieu of Regulation 41 of Table "A")

All shares whether forming part of the original capital or of any increase in capital shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit without regard to any implied right of holders of any of the allotment or disposition and with full power to give to any person the call of any shares either at par or at a premium during such time and at such consideration as the Directors think fit.

5. (In lieu of Regulation 47 of Table "A")

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members present in person or by proxy or by attorney or by other duly authorised representatives shall be a quorum.

6. (in Lieu of Regulation 54 of Table "A")

Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company:

- (a) On a show of hands every member (not being a corporation) present in person shall have one vote and every member being a corporation present by a representative authorised pursuant to the Companies Act 1961 or by proxy or by attorney shall have one vote.
- (b) On a poll every member (not being a corporation) present in person or by proxy or by attorney shall have one vote for every share held by him and every member being a corporation present by a representative authorised pursuant to the Companies Act 1961 or by proxy or by attorney shall have one vote for every share held by it.

7. (In lieu of Regulation 63 of Table "A")

Until otherwise determined by a General Meeting the number of Directors shall be not less than three nor more than seven. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

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8. (In lieu of Regulation 64 of Table "A")

Directors shall hold office until they die or their office is vacated pursuant to Article 72 of Table "A" (as amended by Article 12 hereof).

9. (In lieu of Regulation 67 of Table "A")

The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of Directors provided that the number of Directors shall not be less than two.

10. (In lieu of Regulation 69 of Table "A")

The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations.

11. (In lieu of Regulation 71 of Table "A")

A Director need not be a member of the Company.

12. Regulation 72 of Table "A" shall be altered by deleting paragraphs (g) and (h) thereof and substituting the following paragraph in lieu of paragraph (g)

(g) is removed from office by ordinary resolution passed at a General Meeting.

13. (In lieu of Regulation 83 of Table "A")

The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed by the Directors shall be two.

14. (Additional Article)

A Director may hold any other office or place of profit under the Company in conjunction with the office of Director and on such terms as to remuneration and otherwise as the Directors or the Company in General Meeting may arrange.

15. (In lieu of Regulation 81 of Table "A")

No Director shall be disqualified by his office from holding any office or place of profit under the Company or under any company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way

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day of

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1976

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interested be avoided nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him in manner required by the Act. A Director may be appointed as the Director in whose presence the seal of the Company is to be affixed to any instrument notwithstanding that he is interested in the contract or arrangement to which the instrument relates and may be counted for the purpose of any resolution regarding the same in the quorum.

16. (In lieu of Regulation 98 of Table "A")

The Directors or the Company in General Meeting may declare dividends but when in General Meeting no dividend shall exceed the amount recommended by the Directors.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

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WE, the several persons whose signatures are subscribed hereto being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

SUBSCRIBERS' SIGNATURES

WITNESSES

Witness to last
signatures

(M. J. E. FLEMING)

Company Secretary
(MARY JOHNSON ELLIS
FLEMING)

DATED this

21st

day of

April 1976.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

4th

day of June 19 76

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COMMISSIONER



No. of Company
185796-00

Certificate of Incorporation of Proprietary Company

Companies Act, 1961—Section 16 (3)

This is to Certify that

HARLEY, LITTLE (AUSTRALASIA) PTY. LTD.

is, on and from the twenty-fifth day of May, 1976,
incorporated under the Companies Act, 1961, that the company is a
company limited by shares and that the company is a proprietary company.

Given under the seal of the Corporate Affairs Commission at Sydney,
this twenty-fifth day of May, 1976.

Commissioner



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

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day of June 19 76.

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26 SEP 1977 4-6 J

DOCUMENT No. 334190A

PACKET No. 185796-00
RECORDED
FILED

LODGED IN THE OFFICE OF
THE CORPORATE AFFAIRS
COMMISSION ON
- 9 SEP 1977

COMMISSIONER

\$38 transferred
from file.
9-19-77

FORM 46

NEW SOUTH WALES
Companies Act, 1961
(Section 140 (7))

COPY OF MINUTE BY REPRESENTATIVE OF HOLDING COMPANY RELATING TO PROCEEDINGS
OF SUBSIDIARY COMPANY

HARLEY, LITTLE (AUSTRALASIA) PTY. LIMITED

TO THE CORPORATE AFFAIRS COMMISSION

On the 1 day of August, 19 77, the minute of
of **Harley Little (Australasia) Pty. Limited** set out ~~XXXX~~ in the annexure marked with
the letter "A" and signed by me for purposes of identification was signed by JANEET LITTLE
the representative of **Harley Little Associates Inc.**
Limited authorised pursuant to subsection (3) of section 140 of the Companies Act, 1961.

(Set out copy of minute here if it is not annexed)

Dated this 1st day of August, 19 77.

Director/Secretary of **HARLEY LITTLE ASSOCIATES INC.** Limited.

*Insert name of subsidiary company.

*Strike out whichever is inapplicable.

*Where the copy of the minute is annexed, the annexure is to be endorsed as follows:—"This is the annexure
marked 'A' referred to in the Form relating to the copy of minute by representative of holding company signed by me on
the 1st day of August, 19 77."

*Insert name holding company.

This form must be lodged within one month after the signing of the Minute.

FEE: If lodged within the prescribed period NO FEE
If lodged within one month after that period \$7 XXNCHK
If lodged more than one month after that period \$22 XXNCHK

LODGED BY **ARTHUR YOUNG & COMPANY,**
50 Bridge Street, Sydney

TELEPHONE NO **233 6966**

APPROVED
CHANGE OF NAME
EFFECTIVE FROM
9 SEP 1977

COMMISSIONER FOR CORPORATE AFFAIRS

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

day of September 1977.

23rd

5011

DATED this

-A-

20 SEP 1977 4 5 01

HARLEY, LITTLE (AUSTRALASIA) PTY. LIMITED
MINUTES OF MEETING HELD ON 1 AUGUST, 1977
AT 6th Floor, 1 Alfred Street, Sydney

PRESENT: Mr. J. Davis
Mr. J. Little

CHANGE OF NAME: IT WAS RESOLVED that the following resolution
be passed as a Special Resolution.

RESOLUTION

That the name of the Company be changed from
Harley, Little (Australasia) Pty. Limited
to "HARLEY, LITTLE ASSOCIATES PTY. LIMITED"
to take effect as and from 1 July, 1977.

Approved and signed as a correct record
by all the members of the company.

DATE: 1/8/77

[Redacted]
Harley, Little Associates Inc.
Director/Secretary

1/8/77

[Redacted]
Jadel Pty. Limited
Director/Secretary

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

day of September 1977

23rd

DATED this

5011

M 10730 D. West. Government Printer

COMMISSIONER



No. of Company

185796-00

Certificate of Incorporation on Change of Name of Company

Companies Act, 1961—Section 21 (6)

This is to Certify that

Harley, Little (Australasia) Pty. Ltd.

which was, on the twenty-fifth day of May, 1976,
incorporated under the Companies Act, 1961, did on the ninth
day of September, 1977, change its name to

HARLEY, LITTLE ASSOCIATES PTY. LIMITED

and that the company is limited by shares and is a Proprietary Company.

Given under the seal of the Corporate Affairs Commission at Sydney.

this ninth day of September, 1977.

Exd.

Commissioner.



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

23rd

day of September 1977.

5011

M 10730 D. West, Government Printer

R67

COMMISSIONER

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

LODGED with the Corporate
Affairs Commission on

12 MAY 1977

COMMISSIONER

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

PART A

Reg. No. _____

Annual Return of **HARLEY LITTLE (AUSTRALASIA) PTY.** Limited
made up to the **28** day of **APRIL** 19**77**
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19**77**

1. The accounts of the company ~~were~~ laid before the Annual General Meeting of the company held on
28 April 1977

being—

* the date of this return.

* ~~the date of the Annual General Meeting to which the return relates~~

*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:

Suite 2, 6th Floor, Goldfields House,
1 Alfred Street, Sydney Cove

3. The name of the company is reserved in the participating States of:

Not applicable

4. The address of the principal office of the company (if any) in each participating State is:

Not applicable

5. The address of the place at which the register of members is kept if other than the registered office is:

Not applicable

6. The business names under which the company carries on business are:

Harley, Little Associates

Please complete:

Lodged by: **Arthur Young & Company**
35th Floor, 50 Bridge St, Sydney
233 6966

Phone: _____

Date forwarded: _____

Fee paid: _____

(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

If lodged within the prescribed period—

Exempt Proprietary Company \$15

Non-exempt Proprietary or Public Company \$20

With additional fee of \$15 for an Exempt Proprietary or \$20 for Non-exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

nine tenth

day of May

1977

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$ 10,000	divided into ¹	10,000	shares of	\$ 1	each
8. Total number of shares taken up to the 28 day of April 1977 (being the date of the return or other authorized date)			2,000	shares of	\$ 1	each
TOTAL ISSUED CAPITAL (Nominal Value)					\$ 2,000	
9. Number of shares issued:						
(a) Subject to payment wholly in cash					2,000	
(b) As fully paid up otherwise than in cash					-	
(c) As partly paid up to the extent of _____ per share otherwise than in cash					-	
TOTAL of items 9 (a), (b) and (c)—(this should agree with total in item 8)					2,000	
10. *Number of shares (if any) of each class issued at a discount						
11. Total amount of discount on the issue of shares which has not been written off at the date of this return						
12. (a) *There has been called up on each of				2,000	shares	\$ 1
(b) *There has been called up on each of					shares	\$ -
(c) *There has been called up on each of					shares	\$ -
13. *Total amount:						
(a) Of calls received including payments on application and allotment					\$ 2,000	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash					\$ -	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash					\$ -	
TOTAL of items 13 (a), (b) and (c)					\$ 2,000	
14. Total amount of calls unpaid						
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return						
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return						
17. Total number of shares forfeited						
18. Total amount paid (if any) on shares forfeited						
19. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company						

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of resignation	Amount of indebtedness at the date of this return
NIL		

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
 (2) If the shares are of different kinds, state them separately.
 (3) Where various amounts have been called or there are shares of different kinds, state them separately.
 (4) Include what has been received on forfeited as well as on existing shares.
 (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in **HARLEY LITTLE (AUSTRALASIA) PTY.**

LIMITED on the 28 day of April 1977 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.
 NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied.
 A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
25	Harley Little & Associates Inc.		Suite 600, 920 Yonge St, Toronto Canada	1,500
26	Jadel Pty. Limited		C/- A.M. Magoffin & Co. 13th Floor, 5 Gresham St, Sydney.	500
				2,000

(If space insufficient, use Continuation Sheets and Initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.
 † When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where an. shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this nineteenth day of May 1977

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COMMISSIONER

HARLEY, LITTLE (AUSTRALASIA) PTY. LIMITED

DIRECTORS' REPORT

Your directors submit their report made in accordance with a resolution of the directors with respect to the loss of the company for the financial period 25 May, 1976 (being date of incorporation) to 31 December, 1976, and the state of the company's affairs at 31 December, 1976.

1. Directors

The names of the directors in office at the date of this report are:

James Herbert Little
Douglas Harold Harley
John Ernest Davis

2. Principal activities

The principal activities of the company in the course of the financial period were management consultants and planners.

3. Loss

The net amount of the loss of the company for the financial period after provision for income tax (\$Nil) was \$48,905.

4. Issues of shares

During the financial period the company issued the following shares:

<u>Purpose of the issue</u>	<u>Class</u>	<u>Number</u>	<u>Terms of issue</u>
Initial capital	Ordinary	2,000	Cash

5. Bad and doubtful debts

- (a) Before the profit and loss statement and balance sheet were made out, the directors took reasonable steps to ascertain what action had been taken in relation to the writing off of bad debts and the making of provisions for doubtful debts, and to cause all known bad debts to be written off and adequate provision to be made for doubtful debts.
- (b) At the date of the report the directors are not aware of any circumstances which would render the amount written off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent.

6. Current assets

- (a) Before the profit and loss statement and balance sheet were made out the directors took reasonable steps to ascertain whether any current assets (other than current assets to which paragraph 5(a) applies) were unlikely to realise in the ordinary course of business their value as shown in the accounting records of the company.
- (b) At the date of the report the directors are not aware of any circumstances which would render the values attributed to current assets in the financial statements misleading.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of May 1977

nineteenth

DATED this

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M 10730

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COMMISSIONER

7. Events subsequent to the end of the financial period

At the date of the report there does not exist:

- (i) any charge on the assets of the company which has arisen since the end of the financial period and secures the liabilities of any other person;
- (ii) any contingent liability which has arisen since the end of the financial period.

8. Ability of the company to meet its obligations

No contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the company to meet its obligations when they fall due.

9. Other circumstances

At the date of the report the directors are not aware of any circumstances not otherwise dealt with in the report or financial statements which would render any amount stated in the financial statements misleading.

10. Unusual transactions

The results of the company's operations during the financial period were, in the opinion of the directors, substantially affected by employee relocation expenses of \$10,067.

There has not arisen in the interval between the end of the financial period and the date of the report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the company's operations for the next succeeding financial year.

11. Ultimate holding company

The name of the corporation that the directors believe to be the company's ultimate holding company is Harley, Little Associates Inc. and the country in which that holding company is incorporated is Canada.

12. Director's benefit

Since the date of incorporation no director of the company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by directors shown in the accounts or the fixed salary of a full-time employee of the company) by reason of a contract made by the company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

On behalf of the Board

J. H. LITTLE Director

J. E. DAVIS Director

Sydney, 12 April 1977.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of May 1977

nineteenth

DATED this

4744

M 10730

R67

COMMISSIONER

STATEMENT BY DIRECTORS

In accordance with a resolution of the directors of Harley, Little (Australasia) Pty. Limited, we state that,

In the opinion of the directors -

- (a) the profit and loss statement is drawn up so as to give a true and fair view of the loss of the company for the period 25 May, 1976 (being date of incorporation) to 31 December, 1976 and;
- (b) the balance sheet is drawn up so as to give a true and fair view of the state of affairs of the company as at 31 December, 1976.

On behalf of the Board

J. H. LITTLE Director

J. E. DAVIS Director

Sydney, *12 April* 1977.

STATEMENT BY PRINCIPAL ACCOUNTING OFFICER

To the best of my knowledge and belief the accompanying accounts of the company, consisting of the balance sheet at 31 December, 1976, profit and loss statement for the period 25 May, 1976 (being date of incorporation) to 31 December, 1976, and notes, give a true and fair view of the matters required by Section 162 of the Companies Act, 1961 to be dealt with in the financial statements.

H. J. SEAGRAM

Sydney, *12 April* 1977.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this nineteenth

day of May 1977

M 10730

4744

R67

COMMISSIONER

ARTHUR YOUNG & COMPANY

CHARTERED ACCOUNTANTS

OFFICES
THROUGHOUT THE WORLD

A.M.P. CENTRE 50 BRIDGE STREET SYDNEY AUSTRALIA 2000
TELEPHONE 233 6966 (AREA CODE 02)

OFFICES IN
ALL AUSTRALIAN STATES

G.P.O. BOX 2646 SYDNEY 2001
TELEGRAMS & CABLES ARTHYOUNG-SYDNEY
TELEX 24044

AUDITORS' REPORT

TO THE MEMBERS

HARLEY, LITTLE (AUSTRALASIA) PTY.
LIMITED

In our opinion:

- (a) the attached financial statements, being the balance sheet, profit and loss statement and notes, are properly drawn up in accordance with the provisions of the Companies Act, 1961 and so as to give a true and fair view of -
 - (i) the state of affairs of the company at 31 December, 1976 and of the results of the company for the period 25 May, 1976 (being date of incorporation) to 31 December, 1976; and
 - (ii) the other matters required by Section 162 of that Act to be dealt with in the financial statements;
- (b) the accounting records and other records, and the registers, required by that Act to be kept by the company have been properly kept in accordance with the provisions of that Act.

ARTHUR YOUNG & COMPANY

J.S. Bates, Partner
CHARTERED ACCOUNTANTS

(Registered under the Public Accountants
Registration Act, 1945, as amended)

Sydney, 12 April 1977.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

nineteenth

day of May

1977

M 10730

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R67

COMMISSIONER

HARLEY, LITTLE (AUSTRALASIA) PTY. LIMITED

BALANCE SHEET - 31 DECEMBER, 1976

	\$
SHARE CAPITAL AND ACCUMULATED LOSSES	
Authorised Capital	
10,000 shares of \$1	<u>10,000</u>
Paid Up Capital	
2,000 shares of \$1 fully paid	<u>2,000</u>
Accumulated Losses	<u>(48,905)</u>
	<u>(46,905)</u>
CURRENT LIABILITIES	
Bank overdraft	29,036
Trade creditors	14,176
Amount payable to holding company	<u>21,798</u>
	<u>65,010</u>
	<u>\$18,105</u>

The accompanying notes form part of these financial statements.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

nineteenth

day of May

1977

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COMMISSIONER

HARLEY, LITTLE (AUSTRALASIA) PTY. LIMITED

BALANCE SHEET - 31 DECEMBER, 1976

	\$
FIXED ASSETS	
Furniture and fittings - at cost	3,184
Less Accumulated depreciation	131
	<u>3,053</u>
CURRENT ASSETS	
Cash in hand	50
Trade debtors after providing for doubtful debts \$Nil	10,959
Prepayments and deposits	3,693
	<u>14,702</u>
INTANGIBLES	
Formation expenses - at cost	<u>350</u>
	<u>\$18,105</u>

The accompanying notes form part of these financial statements.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

nineteenth

day of May

1977

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COMMISSIONER

HARLEY, LITTLE (AUSTRALASIA) PTY, LIMITED

PROFIT AND LOSS STATEMENT

25 MAY, 1976 (BEING DATE OF INCORPORATION)

TO 31 DECEMBER, 1976

	\$
OPERATING LOSS FOR PERIOD	(48,905)
After charging:	
Auditors remuneration	\$
- auditing of the accounts	500
- other services	1,100
(The auditors did not receive any other benefits)	
Depreciation on fixed assets	131
Interest paid to - holding co.	802
- other persons	326
Abnormal item - employee's relocation expenses	<u>10,067</u>
ACCUMULATED LOSSES AT END OF PERIOD	<u><u>\$(48,905)</u></u>

The accompanying notes form part of these financial statements.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

nineteenth

day of May 1977

4744

COMMISSIONER

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HARLEY, LITTLE (AUSTRALASIA) PTY. LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS 25 MAY, 1976
(BEING DATE OF INCORPORATION) TO 31 DECEMBER, 1976

1. SUMMARY OF SIGNIFICANT ACCOUNTING METHODS

(a) Basis of financial statements

These financial statements have been prepared in accordance with the historical cost convention, under which assets are generally recorded in the balance sheet at or below the costs incurred at their date of acquisition, modified by certain revaluations upwards of property and investments. Accordingly, amounts presented in the balance sheets do not necessarily reflect realizable values or values to the business for those items. In addition the financial statements do not reflect any changes in the purchasing power of money.

(b) Depreciation

Operating assets are depreciated on a diminishing value basis.

2. INCOME TAX

No income tax is currently payable owing to a loss being incurred.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

nineteenth

day of May

1977

4744

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COMMISSIONER

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors James Herbert LITTLE			Management Consultant - None
Douglas Harold HARLEY			Company Director - None
John Ernest Davis			Architect - None
Manager (if any) NIL			
Secretaries John Ernest DAVIS			Architect - None

Auditors for current financial year and address:

Arthur Young & Company, 50 Bridge Street, Sydney

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.

† In the case of a corporation its corporate name and registered or principal office should be shown.

‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of _____ Limited

for the year ended _____ that:

- the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/have not been duly audited in accordance with this Act;

†(c) I *have/have not referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165A of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165A of the Companies Act, 1961, we hereby certify,‡ in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

*Strike out whichever is inapplicable.

‡ In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this _____ day of _____ 1977

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COMMISSIONER

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that—

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ~~have~~^{have¹} been registered since the date of the last incorporation of the company.
 (c) ^{that} the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 (d) ~~that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
 (e) ~~that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
 (f) ~~that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
 (g) ~~that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~

Signature: _____ Director³

Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
 (2) Strike out this paragraph if the company is not a proprietary company.
 (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
 (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
 (5) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
 (6) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
 (7) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
 THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE
 TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of May 1977

DATED this nineteenth

4744

M 10730

R67

COMMISSIONER

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

COUNTER MAIL

LODGED with the Corporate
Affairs Commission on
10 APR 1979

COMMISSIONER

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

Reg. No. 185796-00 **PART A**

Annual Return of HARLEY, LITTLE ASSOCIATES PTY. Limited
made up to the 30 day of JUNE 19 78
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 78

1. The accounts of the company ~~were~~ laid before the Annual General Meeting of the company held on
being—
30 JUNE 19 78
* the date of this return.
* ~~the date of the Annual General Meeting last held before the date of this return~~
*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:
Suite 2, 6th Floor, Goldfields House,
1 Alfred Street, SYDNEY COVE

3. The name of the company is reserved in the participating States of:
NOT APPLICABLE

4. The address of the principal office of the company (if any) in each participating State is:
NOT APPLICABLE

5. The address of the place at which the register of members is kept if other than the registered office is:
NOT APPLICABLE

6. The business names under which the company carries on business are:
NOT APPLICABLE

Please complete:

Lodged by: ARTHUR YOUNG & COMPANY
50 BRIDGE STREET, SYDNEYPhone: 233 6966

Date forwarded: _____

Fee paid: _____
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fees:

If lodged within the prescribed period—
Exempt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 75
Public Company \$200

With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

eighteenth

DATED this

day of April 1979.

6612

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$ 10,000	divided into ¹	10,000	shares of	\$ 1 each
8. Total number of shares taken up to the 30 day of (being the date of the return or other authorized date)	JUNE 19 78		2,000	shares of	\$ 1 each
TOTAL ISSUED CAPITAL (Nominal Value)		\$ 2,000			
9. Number of shares issued:					
(a) Subject to payment wholly in cash		-			
(b) As fully paid up otherwise than in cash		-			
(c) As partly paid up to the extent of _____ per share otherwise than in cash		2,000			
TOTAL of items 9 (a), (b) and (c)—(this should agree with total in item 8)		-			
10. ² Number of shares (if any) of each class issued at a discount					
11. Total amount of discount on the issue of shares which has not been written off at the date of this return					
12. (a) ³ There has been called up on each of		shares	\$ 1		
(b) ³ There has been called up on each of		shares	\$ -		
(c) ³ There has been called up on each of		shares	\$ -		
13. ⁴ Total amount:					
(a) Of calls received including payments on application and allotment			\$ 2,000		
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash		shares	\$ -		
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash		shares	\$ -		
TOTAL of items 13 (a), (b) and (c)			\$ 2,000		
14. Total amount of calls unpaid					
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return					
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return					
17. Total number of shares forfeited					
18. Total amount paid (if any) on shares forfeited					
19. ⁵ Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company					

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return
NIL		

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in HARLEY, LITTLE ASSOCIATES PTY.

LIMITED on the 30 day of JUNE 19 78 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
25	Harley, Little & Associates Inc.		Suite 600,920 Yonge Street TORONTO CANADA	1,500
26	Jadel Pty Limited		C/- A.M. Magoffing & Co 13th Floor,5 Gresham Street SYDNEY	500
				2,000

(If space insufficient, use Continuation Sheets and Initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† If shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of April 1979.

eighteenth

DATED this

6612

COMMISSIONER

M 10730 D. West, Government Printer

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors			
James Herbert LITTLE			Management Consultant - None
John Ernest DAVIS			Architect - None
Jamie S. COATSWORTH			Controller - None
Manager (if any)			
NIL			
Secretaries			
John Ernest DAVIS			Architect - None

Auditors for current financial year and address: ARTHUR YOUNG & COMPANY, 50 BRIDGE STREET, SYDNEY

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of HARLEY, LITTLE ASSOCIATES PTY. Limited for the year ended 31 DECEMBER, 1977 that:

- the company *has ~~not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have ~~not~~ been duly audited in accordance with this Act;
- I *have ~~not~~ referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature: Arthur Young & Company Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165n of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165n of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has ~~not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has ~~not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has ~~not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have ~~not~~ been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

† In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, I HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this eighteenth day of April 1979.

6612

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
- the date since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
- the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- the company has more than five hundred members;
- the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
- the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- having made an inspection of the share register that transfers ~~have not~~ ^{have} been registered since the date of the last annual return¹
~~the incorporation of the company~~
- that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
- that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.

(f) ~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~

(g) ~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
~~that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~

Signature: _____ Director³

Signature: _____ Secretary

- Strike out whichever is inapplicable.
- Strike out this paragraph if the company is not a proprietary company.
- In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
- Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
- Strike out except in the case of an exempt proprietary company.
- Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
- Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
- NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____
(State whether Director, Manager or Secretary.)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this **eighteenth** day of **April** 1979.

6612

Completed
 LODGED with the Corporate
 Affairs Commission on

16 JUL 1981

CODE ABCG

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
 (G.P.O. Box 7018, N.S.W. 2001)

Reg. No.	1	8	5	7	9	6	0	0	PART A	
Annual Return of	HARLEY, LITTLE ASSOCIATES PTY.								Limited	
made up to the	2nd								day of	JUNE
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in	19								79	
1. The accounts of the company ^{*were} laid before the Annual General Meeting of the company held on										
2nd JUNE 19 79										
being -										
• the date of this return										
• the date of the Annual General Meeting last held before the date of this return.										
*Strike out whichever is inapplicable.										
2. The address of the registered office of the company is:										
Suite 2, 6th Floor, Goldfields House, 1 Alfred Street, Sydney Cove										
3. The name of the company is reserved in the participating States of:										
N/A										
4. The address of the principal office of the company (if any) in each participating State is:										
N/A										
5. The address of the place at which the register of members is kept if other than the registered office is:										
N/A										
6. The business names under which the company carries on business are:										
N/A										

Please complete:

Lodged by: J.V. Allen & Co.

DX 299 Sydney

Phone: 290-3199

Date forwarded:

Fee paid:
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period -
 Exempt Proprietary Company \$ 50
 Non-exempt Proprietary Company \$ 75
 Public Company \$200

With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fee:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of July

19 81.

9370

Commissioner
under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL		\$ 10,000	divided into {	10,000 shares of {	\$ 1.00 each
8. Total number of shares taken up to the 2nd day of June 19 2000 Ord. shares of {		\$ 1.00 each			
(being the date of the return or other authorized date)		79			
TOTAL ISSUED CAPITAL (Nominal Value)		\$ 2,000.00			
9. Number of shares issued:		2000			
(a) Subject to payment wholly in cash					
(b) As fully paid up otherwise than in cash					
(c) As partly paid up to the extent of per share otherwise than in cash					
TOTAL of items 9(a), (b) and (c) — (this should agree with total in item 8)		2000			
10. Number of shares (if any) of each class issued at a discount					
11. Total amount of discount on the issue of shares which has not been written off at the date of this return		\$ -			
12. (a) There has been called up on each of		2000 Ord.	shares	\$ 1.00	
(b) There has been called up on each of			shares	\$ -	
(c) There has been called up on each of			shares	\$ -	
13. Total amount:					
(a) Of calls received including payments on application and allotment			shares	\$ 2000.00	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash			shares	\$ -	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash			shares	\$ -	
TOTAL of items 13 (a), (b) and (c)		\$ -			
14. Total amount of calls unpaid		\$ -			
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return		\$ -			
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return		\$ -			
17. Total number of shares forfeited					
18. Total amount paid (if any) on shares forfeited		\$ -			
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company		\$ -			
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:					
Registered number	Date of registration	Amount of indebtedness at the date of this return			
	Nil				

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been paid or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in HARLEY, LITTLE ASSOCIATES PTY. LIMITED on the 2nd day of JUNE 1979 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	*Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
	JADEL PTY. LTD.		152 Clarence St., Sydney	500 Ord.
	HARLEY, LITTLE ASSOCIATES Inc.		Suite 600, 920 Yonge Street, Toronto CANADA.	1,500 Ord. 2,000

(If space insufficient, use Continuation Sheets and Initial)

*The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

†When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of July

19 31.

9370

Commissioner under delegation from the Commission

J. V. ALLEN & CO.

Incorporating: Magollins*

CHARTERED ACCOUNTANTS

J. V. Allen

Consultant:

R E North Ash

Associates:

R E Hammond

G M E Matkin

M F Molloy

"Clarence House"

152 Clarence Street,
Sydney, N.S.W. 2000

Telephone: 290-3199

HARLEY, LITTLE ASSOCIATES
PTY. LIMITED

BALANCE SHEET AND ACCOUNTS
YEAR ENDED 31ST DECEMBER, 1978.

I, John Ernest Davis hereby certify
that the within 7 pages are
a true set of the accounts and
reports laid before the Annual General
Meeting of the Company.

.....
Director

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of July

19 81.

9370

Commissioner
under delegation from the Commission

DIRECTORS REPORT

In accordance with Section 162A of the Companies Act, 1961, as amended your Directors submit herewith their Report with respect to the profit of the Company for the financial year ended 31st December, 1978 and the state of the Company's affairs as at that date.

1. The Net Profit for the year amounted to \$ 50,998.
After providing for Income Tax of \$ NIL.
2. During the year the company did not made share or debenture issues.
3. The Directors recommend that a dividend out of the profits for the year be paid in an amount of \$ NIL.

No interim dividends have been paid or declared out of the profits during the year.
4. The Directors have taken reasonable steps to ascertain the action taken in writing off bad debts and providing for doubtful debts, and are satisfied that all known bad debts have been written off and adequate provision has been made for loss in respect of doubtful debts.
5. The Directors at this date are not aware of any circumstances existing which would render the amount of bad debts written off or the amount of the provision made for loss in respect of doubtful debts inadequate to any substantial extent.
6. The Directors at this date are not aware of any circumstances which would render misleading the values attributed to current assets of the company as shown in the accompanying Balance Sheet.
7. At this date the Directors are not aware of:-
 - (i) Any charge on company assets to secure the liabilities of any other person which has arisen since 31st December, 1978.
 - (ii) Any contingent liability which has arisen since 31st December, 1978.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of

July

19 81.

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Commissioner
under delegation from the Commission

8. The Directors report that there are no liabilities (contingent or otherwise) enforceable or likely to become enforceable within the twelve months from 31st December, 1978 which would affect the company's ability to meet its obligations when they fall due.
9. In the opinion of the Directors, the results of the company's operations during the year ended 31st December, 1978 have not been substantially affected by any item, transaction or event of a material and unusual nature.
10. In the opinion of the Directors no item, transaction or event of a material and unusual nature has occurred from the 31st December, 1978 to date which would substantially effect the company's operations for the year ending 31st December, 1979.
11. No Director has received from 31st December, 1978 nor is one to become entitled to receive any benefit from a contract made by your company or any related company with any Director or firm of which he is a member or with any company in which he has a substantial financial interest.

.....Director

.....Director

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

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July

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STATEMENT BY DIRECTORS OF

HARLEY, LITTLE ASSOCIATES PTY. LIMITED

The Directors of the Company Harley, Little Associates Pty. Limited state that in their opinion the attached financial statements are drawn up so as to give a true and fair view of the profit of the Company for the financial year ended 31st December, 1978 and of the state of affairs of the Company as at the end of the financial year.

Signed in accordance with a resolution of Directors dated

.....Directors

.....Directors

STATEMENT BY PRINCIPAL ACCOUNTING OFFICER

To the best of my knowledge and belief the attached financial statements give a true and fair view of the matters required to be dealt with by Section 162 of the Companies Act, 1961, as amended.

.....
Principal Accounting Officer

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

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July

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1. HARLEY, LITTLE ASSOCIATES PTY. LIMITED
BALANCE SHEET AS AT 31ST DECEMBER, 1978.

	<u>Note No.</u>	<u>1978</u> \$	<u>1977</u> \$
<u>Share Capital and Reserves</u>			
Issued Capital	1 (b)	2,000	2,000
Accumulated Losses		(32,572)	(83,570)
		(30,572)	(81,570)
<u>Represented by:</u>			
<u>Fixed Assets</u>	2	7,934	9,552
<u>Current Assets</u>			
Cash in Hand		50	50
Trade Debtors less provision for Doubtful Debts \$189 (Nil 1977)		56,041	16,031
Prepayments and Deposits		409	644
Unsecured Loan	3	1,267	-
		57,767	16,725
<u>Total Assets</u>		65,701	26,277
<u>Deduct:</u>			
<u>Non-Current Liability</u>			
Payable to Holding Company		49,337	37,296
<u>Current Liabilities</u>			
Bank Overdraft		39,763	41,678
Trade Creditors and Accruals		7,523	26,223
Other Amounts Payable		-	3,000
		96,623	108,197
		(30,922)	(81,920)
<u>Add Intangible Asset</u>			
Formation Costs		350	350
		(30,572)	(81,570)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of July 19 81.

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2. HARLEY, LITTLE ASSOCIATES PTY. LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	<u>1978</u> \$	<u>1977</u> \$
<u>Note 1. Share Capital</u>		
(a) <u>Authorised Capital</u>		
10,000 Ordinary Shares of \$1 each	<u>10,000</u>	<u>10,000</u>
(b) <u>Issued Capital</u>		
2,000 Ordinary Shares of \$1 each fully paid	<u>2,000</u>	<u>2,000</u>
 <u>Note 2. Fixed Assets</u>		
Furniture and Fittings - at Cost	3,746	3,518
<u>Less: Accumulated Depreciation</u>	<u>612</u>	<u>366</u>
	<u>3,134</u>	<u>3,152</u>
 Computer Programme - at Cost	8,000	8,000
<u>Less: Accumulated Depreciation</u>	<u>3,200</u>	<u>1,600</u>
	<u>4,800</u>	<u>6,400</u>
	<u>7,934</u>	<u>9,552</u>
 <u>Note 3. Unsecured Loan</u>		
Davis Heather Group (N.S.W.) Pty. Limited	<u>1,267</u>	<u>-</u>

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of July

19 81.

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under delegation from the Commission

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST DECEMBER, 1978.

	<u>1978</u> \$	<u>1977</u> \$
<u>Revenue</u>		
Fees Received	144,494	93,547
<u>Expenses:</u>		
Audit and Accountancy	2,945	1,725
Bad Debts	189	212
Bank Charges	191	300
Computer Programme Amortisation	1,600	1,600
Corporate Overhead Charge	9,360	16,018
Depreciation	246	235
Employee Relocation Expenses	9,149	1,157
Entertainment	727	1,575
Electricity and Gas	430	417
Interest	3,984	6,588
Insurance	210	345
Leasing Fees - Equipment	6,275	5,907
- Motor Vehicles	1,025	-
Motor Vehicle Expenses	965	3,083
Office Supplies	714	2,007
Office General	887	1,207
Printing	-	357
Postage	466	1,398
Promotion and Advertising	-	214
Rent	6,867	8,937
Subscriptions and Donations	152	169
Stationery	500	429
Salaries and Allowances	34,420	42,215
Sundry Expenses	323	198
Telephone and Telex	3,875	4,361
Travel	7,996	20,491
Consulting Fees	-	7,067
	93,496	128,212
<u>Net Profit/(Loss) for the Year</u>	50,998	(34,665)
Accumulated Losses brought forward	(83,570)	(48,905)
Accumulated Losses carried forward	(32,572)	(83,570)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 23rd day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of

July

19 81.

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Commissioner
under delegation from the Commission

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Date of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors DAVIS, John Ernest	[REDACTED]	[REDACTED]	Architect Nil
LITTLE, James Herbert			Management Consultant Nil
COATSWORTH, Jamie Shier			Controller Nil
Manager (if any)			
Secretaries DAVIS, John Ernest	[REDACTED]	[REDACTED]	Architect
Auditors for current financial year and address			

*"Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
†In the case of a company, its corporate name and registered or principal office should be shown.
‡In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of —

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of _____ Limited for the year ended _____ that:

- the company *has/ ~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/ ~~have not~~ been duly audited in accordance with this Act;
- I *have/ have not referred in my report to any defect or irregularity in the accounts.

*Particulars of any defect or irregularity referred to in the report should be attached.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) or section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/ ~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/ ~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/ ~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/ ~~have not~~ been properly prepared by a competent person.

Director
Director

*Strike out whichever is inapplicable.
†In the event of this certificate being qualified in any way, particulars should be attached.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATE: this twenty-seventh day of July 19 81.

9370

Commissioner under delegation from the Commission

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

(Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company) —

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to sub-section (1), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return — being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that —

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

☒ We after having made due enquiries certify —

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ^{have} ~~have not~~ been registered since the date of the last annual return¹ ~~the incorporation of the company.~~
 (c) that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 (d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;~~
 (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
 (f) ~~that at the Annual General Meeting held on _____ 19 _____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~
 (g) ~~that at the Annual General Meeting held on _____ 19 _____ the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.~~

Signature: _____ Director⁴

Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
 (2) Strike out this paragraph if the company is not a Proprietary company.
 (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
 (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
 (5) Strike out except in the case of an exempt proprietary company.
 (6) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
 (7) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
 (8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

**THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
 THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE
 TO THE BEST OF MY KNOWLEDGE AND BELIEF.**

Signature: _____
 (State whether Director, Manager or Secretary.)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of July 19 81.

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Commissioner
 under delegation from the Commission

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

PACKET C

LODGED with the Corporate
Affairs Commission on

16 JUL 1981

COMMISSIONER

460409

CODE A B C G

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

Reg. No.	1	8	5	7	9	6	-	0	0	PART A	
Annual Return of	HARLEY, LITTLE ASSOCIATES PTY.									Limited	
made up to the	2nd									day of	JUNE
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 80											
1. The accounts of the company ^{were} laid before the Annual General Meeting of the company held on											
2nd JUNE 19 80											
being—											
• the date of this return.											
• the date of the Annual General Meeting last held before the date of this return.											
*Strike out whichever is inapplicable.											
2. The address of the registered office of the company is:											
Suite 2, 6th Floor, Goldfields House, 1 Alfred Street, Sydney Cove											
3. The name of the company is reserved in the participating States of:											
N/A											
4. The address of the principal office of the company (if any) in each participating State is:											
N/A											
5. The address of the place at which the register of members is kept if other than the registered office is:											
N/A											
6. The business names under which the company carries on business are:											
N/A											

Please complete:

Lodged by: J. V. Allen & Co.
DX 299 Sydney
290-3199

Date forwarded:

Fee paid:
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fees:

If lodged within the prescribed period —
Exempt Proprietary Company .. \$ 50
Non-exempt Proprietary Company .. \$ 75
Public Company .. \$200
With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.
If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of July

19 81.

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Commissioner
under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$ 10,000	divided into	10,000 shares of	\$ 1.00 each
8. Total number of shares taken up to the	2nd day of June 19	2000	Ord.	\$ 1.00 each
(being the date of the return or other authorized date) 80				
TOTAL ISSUED CAPITAL (Nominal Value)			\$ 2,000.00	
9. Number of shares issued:				
(a) Subject to payment wholly in cash			2000	
(b) As fully paid up otherwise than in cash				
(c) As partly paid up to the extent of.....per share otherwise than in cash				
TOTAL of items 9(a), (b) and (c) — (this should agree with total in item 8)			2000	
10. Number of shares (if any) of each class issued at a discount				
11. Total amount of discount on the issue of shares which has not been written off at the date of this return				
\$ -				
12. (a) There has been called up on each of				
2000 Ord. shares \$ 1.00				
(b) There has been called up on each of				
2000 Ord. shares \$ -				
(c) There has been called up on each of				
2000 Ord. shares \$ -				
13. Total amount:				
(a) Of calls received including payments on application and allotment			2000.00	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash			shares \$ -	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash			shares \$ -	
TOTAL of items 13 (a), (b) and (c)			\$ -	
14. Total amount of calls unpaid				
\$ -				
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return				
\$ -				
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return				
\$ -				
17. Total number of shares forfeited				
18. Total amount paid (if any) on shares forfeited				
\$ -				
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company				
\$ -				
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:				
Registered number	Date of registration	Amount of indebtedness at the date of this return		
	Nil			
(1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial. (2) If the shares are of different kinds, state them separately. (3) Where various amounts have been called or there are shares of different kinds, state them separately. (4) Include what has been received on forfeited as well as on existing shares. (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.				

PART C

LIST OF PERSONS holding shares in HARLEY, LITTLE ASSOCIATES PTY. LIMITED on the 2nd day of JUNE 19 80 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	*Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
	JADEL PTY. LTD.		152 Clarence St., Sydney	500 Ord.
	HARLEY, LITTLE ASSOCIATES Inc.		Suite 600, 920 Yonge Street, Toronto CANADA.	1,500 Ord. 2,000

(If space insufficient, use Continuation Sheets and Initials)

*The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

†When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of July 19 81.

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Commissioner
under delegation from the Commission

J. V. ALLEN & CO.

Incorporating: Magoffins

CHARTERED ACCOUNTANTS

J. V. Allen

Consultant:

R. E. North Ash

Associates:

R. E. Hammond

G. M. E. Malkin

M. F. Molloy

"Clarence House"
152 Clarence Street,
Sydney, N.S.W. 2000

Telephone: 290-3199

HARLEY, LITTLE ASSOCIATES PTY. LIMITED

BALANCE SHEET AND ACCOUNTS YEAR ENDED 31ST DECEMBER, 1979.

I, John Ernest Davis, hereby certify
that the within 7 pages are
a true set of the accounts and
reports laid before the Annual General
Meeting of the Company.

.....
Director

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of

July

19 81.

9370

Commissioner

under delegation from the Commission

DIRECTORS REPORT

In accordance with Section 162A of the Companies Act, 1961, as amended your Directors submit herewith their Report with respect to the profit of the Company for the financial year ended 31st December, 1979 and the state of the Company's affairs as at that date.

1. The Net Profit for the year amounted to \$ 9,985.
After providing for Income Tax of \$ NIL.
2. During the year the company did not made share or debenture issues.
3. The Directors recommend that a dividend out of the profits for the year be paid in an amount of \$NIL.

No interim dividends have been paid or declared out of the profits during the year.
4. The Directors have taken reasonable steps to ascertain the action taken in writing off bad debts and providing for doubtful debts, and are satisfied that all known bad debts have been written off and adequate provision has been made for loss in respect of doubtful debts.
5. The Directors at this date are not aware of any circumstances existing which would render the amount of bad debts written off or the amount of the provision made for loss in respect of doubtful debts inadequate to any substantial extent.
6. The Directors at this date are not aware of any circumstances which would render misleading the values attributed to current assets of the company as shown in the accompanying Balance Sheet.
7. At this date the Directors are not aware of:-
 - (i) Any charge on company assets to secure the liabilities of any other person which has arisen since 31st December, 1979.
 - (ii) Any contingent liability which has arisen since 31st December, 1979.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of

July

19 81.

9370

Commissioner
under delegation from the Commission

8. The Directors report that there are no liabilities (contingent or otherwise) enforceable or likely to become enforceable within the twelve months from 31st December, 1979 which would affect the company's ability to meet its obligations when they fall due.
9. In the opinion of the Directors, the results of the company's operations during the year ended 31st December, 1979 have not been substantially affected by any item, transaction or event of a material and unusual nature.
10. In the opinion of the Directors no item, transaction or event of a material and unusual nature has occurred from the 31st December, 1979 to date which would substantially effect the company's operations for the year ending 31st December, 1980.
11. No Director has received from 31st December, 1979 nor is one to become entitled to receive any benefit from a contract made by your company or any related company with any Director or firm of which he is a member or with any company in which he has a substantial financial interest.

.....Director

.....Director

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of

July

19 81.

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Commissioner
under delegation from the Commission

STATEMENT BY DIRECTORS OF

HARLEY, LITTLE ASSOCIATES PTY. LIMITED

The Directors of the Company Harley, Little Associates Pty. Limited state that in their opinion the attached financial statements are drawn up so as to give a true and fair view of the profit of the Company for the financial year ended 31st December, 1979 and of the state of affairs of the Company as at the end of the financial year.

Signed in accordance with a resolution of Directors dated

.....Directors

.....Directors

STATEMENT BY PRINCIPAL ACCOUNTING OFFICER

To the best of my knowledge and belief the attached financial statements give a true and fair view of the matters required to be dealt with by Section 162 of the Companies Act, 1961, as amended.

.....
Principal Accounting Officer

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

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under delegation from the Commission

1. HARLEY, LITTLE ASSOCIATES PTY. LIMITED
BALANCE SHEET AS AT 31ST DECEMBER, 1979.

	<u>Note No.</u>	<u>1979</u> \$	<u>1978</u> \$
<u>Share Capital and Reserves</u>			
Issued Capital	1 (b)	2,000	2,000
Accumulated Losses		(22,587)	(32,572)
		(20,587)	(30,572)
Represented by:			
<u>Fixed Assets</u>	2	6,099	7,934
<u>Current Assets</u>			
Cash in Hand		100	50
Trade Debtors less Provision for Doubtful Debts NIL (\$189 - 1978)		88,981	56,041
Prepayments and Deposits		420	409
Unsecured Loan	3	2,085	1,267
		91,586	57,767
<u>Total Assets</u>		97,685	65,701
<u>Deduct</u>			
<u>Non-Current Liability</u>			
Payable to Holding Company		96,337	49,337
<u>Current Liabilities</u>			
Bank Overdraft		18,710	39,763
Trade Creditors and Accruals		3,575	7,523
		118,622	96,623
		(20,937)	(30,922)
<u>Add: Intangible Asset</u>			
Formation Costs		350	350
		(20,587)	(30,572)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of July 19 81.

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Commissioner
under delegation from the Commission

2. HARLEY, LITTLE ASSOCIATES PTY. LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	<u>1979</u> \$	<u>1978</u> \$
<u>Note 1. Share Capital</u>		
(a) <u>Authorised Capital</u>		
10,000 Ordinary Shares of \$1 each	<u>10,000</u>	<u>10,000</u>
(b) <u>Issued Capital</u>		
2,000 Ordinary Shares of \$1 each fully paid	<u>2,000</u>	<u>2,000</u>
<u>Note 2. Fixed Assets</u>		
Furniture and Fittings - at Cost	3,746	3,746
<u>Less: Accumulated Depreciation</u>	<u>847</u>	<u>612</u>
	<u>2,899</u>	<u>3,134</u>
Computer Programme - at Cost	8,000	8,000
<u>Less: Accumulated Amortisation</u>	<u>4,800</u>	<u>3,200</u>
	<u>3,200</u>	<u>4,800</u>
	<u>6,099</u>	<u>7,934</u>
<u>Note 3. Unsecured Loan</u>		
Davis Heather Group (NSW) Pty. Limited	<u>2,085</u>	<u>1,267</u>

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of July

19 81.

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PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST DECEMBER, 1979.

	<u>1979</u>	<u>1978</u>
	\$	\$
<u>Revenue</u>		
Fees Received	<u>70,043</u>	<u>144,494</u>
<u>Expenses:</u>		
Audit and Accountancy	(400)	2,945
Bad Debts	-	189
Bank Charges	574	191
Computer Programme Amortisation	1,600	1,600
Corporate Overhead Charge	-	9,360
Depreciation	235	246
Employee Relocation Expenses	4,225	9,149
Entertainment	393	727
Electricity and Gas	298	430
Interest	2,608	3,984
Insurance	193	210
Leasing Fees - Equipment	5,315	6,275
- Motor Vehicles	-	1,025
Motor Vehicle Expenses	34	965
Office Supplies	399	714
Office General	813	887
Postage	350	466
Promotion and Advertising	525	-
Rent	6,950	6,867
Subscriptions and Donations	434	152
Stationery	281	500
Salaries and Allowances	31,467	34,420
Sundry Expenses	298	323
Telephone and Telex	1,897	3,875
Travel	<u>1,569</u>	<u>7,996</u>
	<u>60,058</u>	<u>93,496</u>
Net Profit for the Year	9,985	50,998
Accumulated Losses brought forward	<u>(32,572)</u>	<u>(83,570)</u>
Accumulated Losses carried forward	<u>(22,587)</u>	<u>(32,572)</u>

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of

July

19 81.

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Commissioner

under delegation from the Commission

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Date of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors DAVIS, John Ernest			Architect Nil
LITTLE, James Herbert			Management Consultant Nil
COATSWORTH, Jamie Shier			Controller Nil
Manager (if any)			
Secretaries DAVIS, John Ernest			Architect
Auditors for current financial year and address:			

*"Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.

†In the case of a corporation its corporate name and registered or principal office should be shown.

‡In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of —

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of _____ Limited for the year ended _____ that:

- the company *has/ ~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *has/ ~~have not~~ been duly audited in accordance with this Act;
- † (c) I *~~have~~ have not referred in my report to any defect or irregularity in the accounts.

*Particulars of any defect or irregularity referred to in the report should be attached.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) or section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/ ~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/ ~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/ ~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/ ~~have not~~ been properly prepared by a competent person.

Director

Director

*Strike out whichever is inapplicable.

†In the event of this certificate being qualified in any way, particulars should be attached.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of

JULY

19 81.

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Commissioner
under delegation from the Commission

approved

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company) —

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to subsection (1), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return — being shares withdrawn from sale or for which no bid was received

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that —

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

☒ We after having made due enquiries certify —

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ~~have~~ have not been registered since the date of the last annual return¹
~~the incorporation of the company.~~
 (c) that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
~~(d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
 (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
~~(f) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~
~~(g) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.~~

Signature: _____ Director⁴

Signature: _____ Secretary

(1) Strike out whichever is inapplicable.

(2) Strike out this paragraph if the company is not a Proprietary company.

(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".

(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.

(5) Strike out except in the case of an exempt proprietary company.

(6) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.

(7) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

**THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
 THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE
 TO THE BEST OF MY KNOWLEDGE AND BELIEF.**

Signature: _____
 (State whether Director, Manager or Secretary.)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of July 19 81.

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Commissioner
 under delegation from the Commission

NEW SOUTH WALES

COMPANIES ACT, 1961

(Section 166 B (12))

COMPLETED

LODGED in the Office of the
Corporate Affairs Commission on:

12 AUG 1981

Form 50c

COMMISSIONER

FOR OFFICE USE ONLY

Reg. No. 185786-002

Location No.

Date and Batch No.

Film W/Sheet No.

Document No.

Notice of Resignation or Removal of Auditor

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 (G.P.O. Box No. 7018, N.S.W. 2001)

HARLEY, LITTLE ASSOCIATES PTY. Limited

TO THE CORPORATE AFFAIRS COMMISSION:

HARLEY, LITTLE ASSOCIATES PTY. Limited hereby gives notice that
on the 30th day of November, 1978*notice was received of the resignation of Arthur Young & Co., 50 Bridge St., Sydney
as auditor/s of the Company to take effect from 30th November, 1978~~_____ the auditor/s of the Company,~~~~*were removed from office by resolution of the company at a general meeting held on that date.~~~~*was removed from office by resolution of the company at an annual general meeting held on that date appointing _____ as auditor/s in their place.~~~~as auditor/s in their place.~~Dated this 30th day of November, 1978_____
*Director
*Secretary

19 AUG 1981

*Strike out whichever is inapplicable.

NOTE: If the company is a borrowing corporation a copy of this notice must be given to the trustee for the holders of debentures of the borrowing corporation.

Where an auditor is removed from office, notice must be forthwith given to the Companies Auditors Board (166 (11)).

PLEASE COMPLETE

Lodged by Harley, Little Associates P/L
22 Playfair St., The Rocks, SydneyPhone No. 27-7641Date forwarded 16-7-81Fee Paid \$25.00.
(for assessment see across re fee)If receipt is required please tick ☐

FEE:

If lodged within 14 days of receipt of notice of
resignation or within 14 days of removal. . . . \$5

If lodged within one month after that period. \$10

If lodged more than one month after that
period. . . . \$25

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 24th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this first day of September 19 81.

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under delegation from the Commission