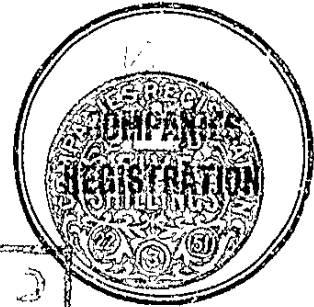


493722

Form No. 41.

# THE COMPANIES ACT 1948.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

3 - APR 1951

DECLARATION of Compliance with the requirements of the

Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

DRAKE and GORHAM.

(CONTRACTORS)

LIMITED.

led by

WIGAN 16

15 SURREY STREET

STRAN 12 W C.

I, GEORGEY CHARLES CLEVERLY

of 19, Surrey Street, Strand, London W.C.2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"

or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am ("a Solicitor of  
the Supreme Court engaged in the formation  
of DRAKE and GORHAM (CONTRACTORS) LIMITED  
of \_\_\_\_\_

Lincoln

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incident  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act 1835.

Declared at 22

Surrey Street Strand  
London W.C.2

the 20<sup>th</sup> day of March

one thousand nine hundred and fifty one

Georgey Cleverly

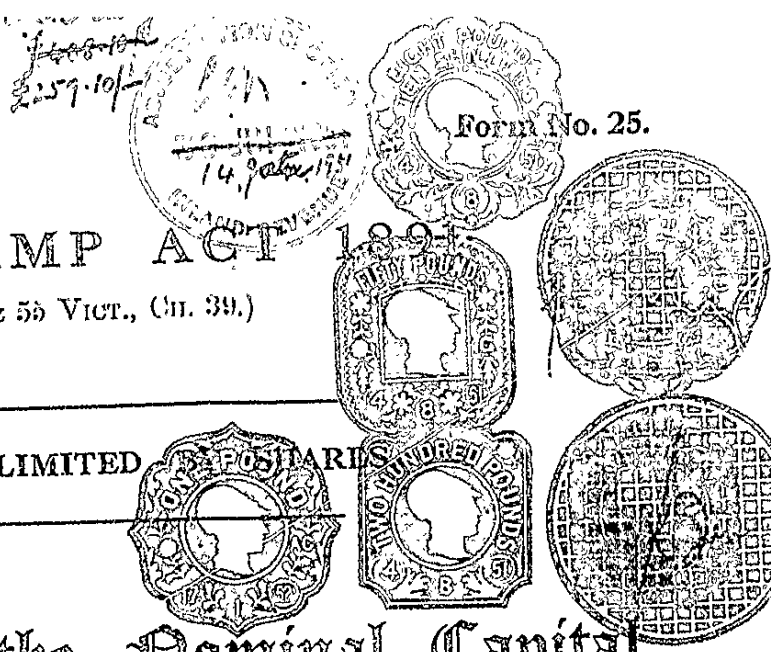
Before me,

P. Hayden

A Commissioner for Oaths [or Notary Public or  
Justice of the Peace]

er of }  
ny }

493722/v



Form No. 25.

# THE STAMP ACT

(34 & 55 VICT., (CH. 39.)

COMPANY LIMITED

## Statement of the Nominal Capital

OF

DRAKE & GORHAM (CONTRACTORS)

3 - APR 1951

### LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Wigan & Company,

19, Surrey Street, Strand, W.C.2.

SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;

59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;

Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

DRAKE & GORHAM

( CONTRACTORS )

Limited

is £ 150,000 , divided into:

150,000 Shares of £1 each

Shares of each

\*Signature

Description

Dated the 20<sup>th</sup> day of March 1951

\*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.

493722/2

The Companies Act 1948.



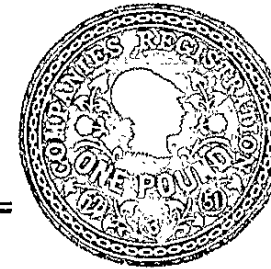
COMPANY LIMITED BY SHARES.

3 - APR 1951

## Memorandum of Association

OF

## DRAKE AND GORHAM (CONTRACTORS) LIMITED



1. The name of the Company is "DRAKE AND GORHAM (CONTRACTORS) LIMITED."

2. The registered office of the Company will be situate in England.

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

- (A) To acquire and take over as a going concern the business of Electrical, Mechanical and Hydraulic Engineering Contractors carried on by Drake & Gorham Limited and for that purpose to enter into and carry into effect with or without modification an agreement expressed to be made between Drake & Gorham Limited of the one part and the Company of the other part in the terms of the draft agreement which for the purpose of identification has been subscribed by William Wilson Parker of Lovat Lodge, The Highway, Sutton, Surrey.
- (B) To carry on business as electrical, mechanical and hydraulic engineering contractors and to undertake and carry out the erection, fitting, construction, repair, cleansing and maintenance of electrical switch boards and switch gear, fuses, dynamos, motors, armatures, magnetos, batteries, cables of all kinds, wiring and systems of wiring, electrical lighting, heating, wireless, television and other systems, conductors, insulators, transformers, converters, stoves, cookers and all kinds of industrial appliances, lamps, fittings, accessories,

farm equipment, totalisators, glass, pottery, rubber, plastic and insulating materials and generally electrical plant, machinery, appliances, lamps, fittings, accessories and supplies of every description, electric vehicles, motor omnibuses and motor cars and accessories, motor cycles, cycles, aeroplanes, seaplanes and air vehicles or apparatus and all forms of electrical systems and equipment whatsoever.

- (c) To carry on business as manufacturers of and wholesale or retail dealers in electrical switch boards and switch-gear, fuses, dynamos, motors, armatures, magnetos, batteries, cables of all kinds, conductors, insulators, transformers, converters, stoves, cookers, and all kinds of domestic and industrial appliances, farm equipment, totalisators, glass, pottery, rubber, plastic and insulating materials and generally electrical plant, machinery, appliances, lamps, fittings, accessories and supplies of every description, railway locomotives, carriages, wagons and running stock, tramcars, electric vehicles, motor omnibuses and motor cars and accessories, motor cycles, cycles, aeroplanes, seaplanes and air vehicles or apparatus.
- (D) To carry on business as ironmasters, ironfounders, steel makers and converters, and manipulators of and workers in metals and alloys of all descriptions, and electrical, mechanical, hydraulic, heating and ventilating engineers and contractors, and any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof, and to apply for and obtain patents and patent rights, either in the United Kingdom or abroad, and to sell or grant licences in respect of any such patents, patent rights or processes.

- (F) To manufacture and sell, or otherwise dispose of, any of the articles which can be manufactured under any of the patents, patent rights, licences or secret processes which may from time to time belong to the Company, and to work and develop, and otherwise to promote, the use of any inventions or processes in which the Company is interested, whether as owner, licensee or otherwise, and in particular by carrying on any business which may be conducive thereto.
- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, to give all necessary guarantees, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of customers and others.

- (L) To make advances to customers and others, with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business, or the dependents of such persons, and to establish and support or subscribe to any superannuation fund or scheme, whether by means of insurance or otherwise, and any charitable funds or institutions, the establishment or support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividends or repayments of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.



- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To sell, exchange, lease, mortgage or otherwise deal with lands, rights or other property or effects of the Company, or any part thereof, of any kind or nature whatsoever, or the undertaking of the Company, or any part thereof, either to individual persons or companies, with power to accept shares or debentures in other companies, and (in case of shares) either wholly or partly paid up, as consideration for the above, and to hold, sell or otherwise dispose of such debentures and shares as may be deemed most expedient, and to guarantee the repayment thereof or the payment of interest thereon; to promote, or assist in promoting, joint stock companies or *sociétés anonymes* for the purpose of taking over, acquiring or working any property of the Company, and either in the United Kingdom or abroad; to take, or otherwise acquire and hold, sell, or otherwise dispose of shares in any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or

otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (v) To amalgamate with any other company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of part or all of the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (w) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (y) To do all such other things which in the opinion of the Company may be incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £150,000, divided into 150,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are hereunto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>For &amp; on Behalf of  <i>Drake &amp; Gorham Ltd.</i>  <i>Electrical, Mechanical, &amp; Hydraulic</i>  <i>Engineers,</i>  <i>36, Grosvenor Gardens,</i>  <i>London, S.W. 1.</i>  <i>by H. Drake Director duly</i>  <i>authorised</i>  <i>Granville William Leach</i>  <i>Electrical Engineer.</i>  <i>23 Woodcrist Rd</i>  <i>Putney</i>  <i>Surrey</i></p>	<p>10</p> <p>One.</p>

Dated the 20<sup>th</sup> day of March 1951.

Witness to the above Signatures:—

*William Wilson Parker,*  
*36 Grosvenor Gardens,*  
*London, S.W. 1.*  
*Company Secretary.*



*The Companies Act 1948.*



COMPANY LIMITED BY SHARES.

REGISTERED

3 - APR 1951

Articles of Association

OF

**DRAKE AND GORHAM (CONTRACTORS) LIMITED**

#### PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 2, 3, 24, 25, 26, 28, 53, 55, 56, 58, 62, 75, 76, 82, 83, 84, 88, 95, 99, 106, 107, 108, 109, 110 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulation 4 of Table A, Part II shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed together with regulations 2 to 6 inclusive of Table A, Part II, shall constitute the regulations of the Company.

#### CAPITAL.

3. The initial share capital of the Company is £150,000, divided into 150,000 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine, subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in General Meeting at the time of the creation of such shares, subject always to clause 1 of Part II of Table A provided that no shares shall be issued at a discount, except as provided by section 57 of the Companies Act 1948.

6. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

#### VARIATION OF RIGHTS.

6. If any such separate General Meeting as is referred to in regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

#### LIEN.

7. In clause 11 of Part I of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deemed to be omitted.

#### TRANSFER OF SHARES.

8. The Directors may decline to recognise any instrument of transfer unless—

(A) a fee of two shillings and sixpence or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof :

(B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer :  
and

(C) the instrument of transfer is in respect of only one class of share.

9. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

10. The Company shall be entitled to charge a fee not exceeding two shillings and sixpence on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

### PROCEEDINGS AT GENERAL MEETINGS.

11. 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 personally present shall be a quorum.

12. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the Meeting.

13. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### VOTES OF MEMBERS.

15. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

### DIRECTORS.

16. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven. The first Directors of the Company shall be appointed in writing by the subscribers to the Company's Memorandum of Association.

17. The Company in General Meeting may from time to time direct such sums as may be thought fit to be paid as and by way of remuneration to the Directors, and any such remuneration shall be divided amongst them as they may agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

18. The proviso to regulation 79 of Part I of Table A shall not apply to the Company.

#### POWERS AND DUTIES OF DIRECTORS.

19. (1) The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place and may fix their remuneration. The Company may exercise the powers conferred by sections 35 and 119 of the Companies Act 1948 and those powers shall accordingly be exercisable by the Directors.

(2) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

#### DISQUALIFICATION OF DIRECTORS.

20. The office of Director shall be vacated if the Director—

- (A) ceases to be a Director by virtue of section 182 or 185 of the Act ; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally ; or
- (C) becomes prohibited from being a Director by reason of any order made under section 188 of the Act ; or
- (D) becomes of unsound mind ; or
- (E) resigns his office by notice in writing to the Company ; or
- (F) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

## ROTATION OF DIRECTORS.

21. The Directors shall have the power, at any time, to appoint any qualified person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Ordinary Meeting and shall then be eligible for re-election.

## PROCEEDINGS OF DIRECTORS.

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

23. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

24. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by section 199 of the Act. Any Director may vote in respect of any such contract or proposed contract, and if he does so vote his vote shall be counted, and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

25. Any Director other than an employé Managing Director may at any time appoint any person approved by the majority of the Directors, other than employé Managing Directors, as an alternate Director to attend and vote instead of him at meetings of the Directors.

## MANAGING DIRECTOR.

26. The Directors may from time to time appoint one or more of their body to the office of Managing Director or employé Managing Director for such period and on such terms as they think fit. A Director so appointed shall not while holding that office be subject to retirement by rotation, but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Directors resolve that his term of office as Managing Director or employé Managing Director be determined.

27. An employé Managing Director shall not attend or vote at any meeting of the Directors when a resolution relating to the appointment or removal of a Director, Managing Director or employé Managing



Director shall be before the Board for consideration and an employé Director shall *ipso facto* cease to hold office as a Director if his employment as employé Managing Director shall be determined.

28. A Managing Director shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine, and any Managing Director may be employed on terms that he and or his dependants may be or become entitled to a pension or pensions or any gratuity or bonus payable on death or retirement.

29. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw, alter or vary all or any such powers.

#### SECRETARY.

30. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may, subject to the terms of any agreement between him and the Company, be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

#### INDEMNITY.

31. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

For & on behalf of  
 Drake & Gorham Ltd.,  
 Electrical, Mechanical & Hydraulic  
 Engineers,  
 36. Grosvenor Gardens,  
 London, S.W. 1.  
 Director duly authorised.  
 by H. Drake  
 Granville William Leach,  
 Electrical Engineer.  
 23. Woodcote Rd  
 Putney  
 Surrey.

---

Dated the 20<sup>th</sup> day of March 1951.

Witness to the above Signatures:—

William Wilson Parker,  
 36 Grosvenor Gardens,  
 London, S.W. 1.  
 Company Secretary.

No. 493722



# Certificate of Incorporation

I Hereby Certify, That

**DRAKE AND CORNALL (CONTRACTORS) LIMITED**

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Third day of April One Thousand Nine Hundred and Fiftyone.

Registrar of Companies.

Certificate  
received by

Gaydonia of Bign. 160

Date .. 3/4/51

22. / 29




COMPANY LIMITED BY SHARES

**Special Resolution  
of  
DRAKE & GORHAM (CONTRACTORS) LTD.**

Passed 27th June, 1961.

6 JUN 1961



  
R. D. BAILEY

**Secretary.**

rrb

942A



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 493722

/70.

I hereby certify that

**DRAKE AND GORHAM (CONTRACTORS) LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

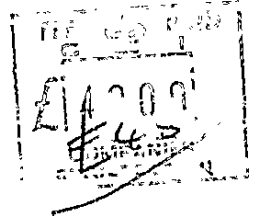
**DRAKE & SCULL INTERNATIONAL LIMITED**

Given under my hand at Cardiff the 31ST AUGUST 1979

**E. A. WILSON**

*Assistant Registrar of Companies*

Name of Company: 493722



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DRAKE AND GORHAM (CONTRACTORS) LIMITED

Passed 26th July 1979

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Hamlyn House, Highgate Hill, London N.19 on the twenty-sixth day of July 1979 the subjoined Special Resolution was duly passed viz:,

That the name of the Company be changed to  
DRAKE & SCULL INTERNATIONAL LIMITED

  
Director



Bar  
£40  
045891



# Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

3

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

85

493722

\*delete if inappropriate

DRAKE & SCULL INTERNATIONAL	
Limited*	

## Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

†delete as appropriate

Day		Month	
3	1	1	2

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day		Month		Year			
3	1	1	2	1	9	8	4

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

The company is a [subsidiary] ~~[holding company]~~ of Simon-Engineering plc  
 , company number 52665  
 the accounting reference date of which is 31/12

§delete as appropriate

Signed [Signature] [Director] [Secretary] §Date 6/7/84

Presentor's name, address and reference (if any):

G C Honeyball  
 Drake & Scull Holdings plc  
 68 St Ann Street  
 SALISBURY  
 Wiltshire  
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 General section

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DRAKE & SCULL INTERNATIONAL LIMITED  
Company Registered Number 493722



MINUTES of an EXTRAORDINARY GENERAL MEETING of the Members of the Company held at Hamlyn House, Highgate Hill, London, N19 5PS on Thursday 6th December 1990

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at Hamlyn House, Highgate Hill, London N19 5PS on the 6th day of December, 1990

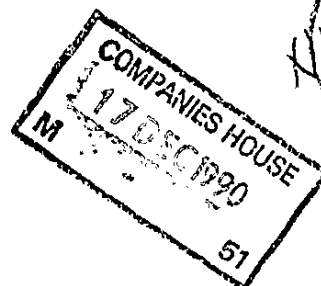
- 1) The Notice convening the Meeting was read
- 2) It was reported that the holders of all the Issued Share Capital of the Company had consented to the Extraordinary General Meeting being called by shorter notice than the specified by the Companies Act, 1985, and to the passing of the Special Resolution notwithstanding that less than twenty-one days notice had been given.

The signatures of the Members present are on the opposite page

- 3) The following Special Resolution was duly passed :  
that the name of the Company be changed to

DRAKE & SCULL GROUP SERVICES LIMITED

*R. H. Johnston*  
Secretary







**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 493722

I hereby certify that

**DRAKE & SCULL INTERNATIONAL LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**DRAKE & SCULL GROUP SERVICES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 4 JANUARY 1991

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer

MINUTES of an EXTRAORDINARY GENERAL MEETING of the Members of the Company held at Hamlyn House, Highgate Hill, London, N19 5PS on Thursday 6th December 1990

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

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- 1) The Notice convening the Meeting was read
- 2) It was reported that the holders of all the Issued Share Capital of the Company had consented to the Extraordinary General Meeting being called by shorter notice than the specified by the Companies Act, 1985, and to the passing of the Special Resolution notwithstanding that less than twenty-one days notice had been given.

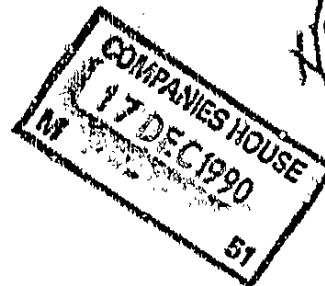
The signatures of the Members present are on the opposite page

- 3) The following Special Resolution was duly passed :

that the name of the Company be changed to

DRAKE & SCULL GROUP SERVICES LIMITED

*R. H. C. Johnston*  
Secretary





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 493722

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Given under my hand at the Companies Registration Office,  
Cardiff the 4 JANUARY 1991

*F. A. Joseph*

F. A. JOSEPH

an authorised officer

DRAKE & SCULL GROUP SERVICES LIMITED

MINUTES of an Extraordinary General Meeting of the Company held at Hamlyn House, Highgate Hill, London, N19 5PS on Friday, 27th October, 1989 at 10 a.m.

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Present: Mr. A. T. Dwyer  
Mr. E. W. Grendi

In Attendance: Mr. R. H. Wharton

EXEMPTION FROM THE OBLIGATION TO APPOINT AUDITORS

The Chairman read the Notice convening the Meeting.

IT WAS RESOLVED THAT, the Company having satisfied the provisions of Section 252 of the Companies Act 1985, relating to Dormant Companies, the Company be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act.

.....  
CHAIRMAN



DRAKE & SCULL GROUP SERVICES LIMITED

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at Hamlyn House, Highgate Hill, London, N19 5PS on Friday, 27th October, 1989 at 10.00 a.m. when the following Resolution will be proposed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

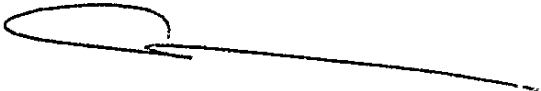
"THAT, the Company having satisfied the provisions of Section 252 of the Companies Act 1985, relating to Dormant Companies, the Company be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act."

A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not also be a Member. The instrument appointing a proxy must be deposited at the Registered Office not less than 48 hours before the time of the Meeting.

Dated this                      Second                      day of                      October                      1989

By order of the Board

Secretary



Company Number 493722

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

**DRAKE & SCULL GROUP SERVICES LIMITED**  
(formerly Drake & Scull International Ltd)

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PASSED

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At an Extraordinary General Meeting of the above company, duly convened, and held at 10th Floor, One Canada Square, London E14 5AJ, on Thursday 8th July 1993 the subjoined SPECIAL RESOLUTION was duly passed vis:-

**RESOLUTION**

"THAT, the Company having satisfied the provisions of Section 252 of the Companies Act 1985, relating to Dormant Companies, the Company be exempt from the obligations to appoint Auditors as otherwise required by Section 384 of that Act".



A handwritten signature in black ink, appearing to be "Stephen Kelly", written over a dotted line.

CHAIRMAN

# COMPANIES HOUSE

If you need to contact us regarding  
this notice, please quote reference

THE DIRECTORS  
DRAKE & SCULL GROUP SERVICES LIMITED  
10th FLOOR  
ONE CANADA SQUARE  
LONDON E14 5AJ

DEF6/ 00493722

Date: 5 JULY 1994

## COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE  
that, unless cause is shown to the contrary,  
at the expiration of 3 months from the  
above date the name of

DRAKE & SCULL GROUP SERVICES LIMITED

will be struck off the register and  
the company will be dissolved.

COMPANIES HOUSE  
CARDIFF  
CF4 3UZ  
Tel: Cardiff (0222) 380016  
Fax 0222 380900  
Dx 33050

1106

## FILE COPY

**dti**

Companies House is an executive agency within the Department of Trade and Industry

HD6G2

# DISSOLVED

00493722      DRAKE & SCULL GROUP SERVICES LIMITED

This Company was struck off the Register under Section  
652(5) of the Companies Act 1985 on    3    JANUARY    1995  
and dissolved by notice in the London Gazette dated    10    JANUARY    1995

*E L Beal*

**E L BEAL (Mrs)**

*for Registrar*

DEF 1 SENT                      00/00/00

DEF 2 SENT                      00/00/00

DEF 3 SENT                      00/00/00

FIRST GAZ                        05/07/94



\*D004937224\*

293

HC001A