

THE COMPANIES ACT, 1948



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

19th 1959

Insert the
Name of the
Company.

Seerline
LIMITED

ed by

W Langton & Partners
8 Bolton Street
London W1

The Solicitors' Law Stationery Society, Limited
12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Haver Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Basil Walter Austin
of 8, Bolton Street, London, W.1

(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 Deerline

Limited,

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

Declared at 81 Piccadilly
in the County of London

the 8th day of May

one thousand nine hundred and

fifty-nine

Before me,

Ian T. H. Forde

IAN T. H. FORDE

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

Note.—This margin is reserved for binding and must not be written across

628491/2

No. of Company.....



Deerline

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

19 MAY 1959

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

Presented for registration by

Langton & Cassin
8 Bolton Street
London W7

Stamps
LCS 303.

Wt. 65849/E1699 8m. 2/60 W.H.&S. Gd. 70 MAY 1959

The NOMINAL CAPITAL of Seerline

..... Limited,

is £ 5,000, divided into 20,000 shares of £ 5s

each.

Signature.....

Description.....

Date.....

NOTE.—This margin is reserved for Binding, and must not be written across.

Certificate No.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SEERLINE LIMITED

Incorporated the day of May, 1959.

J.D. Langton & Passmore,
8, Bolton Street,
Piccadilly,
London, W.1.



THE COMPANIES ACT, 1948

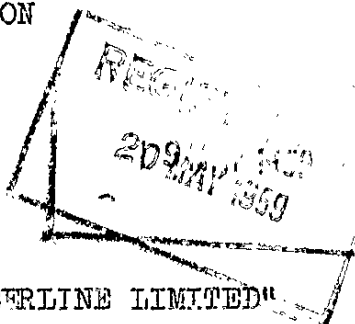
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

SEERLINE LIMITED



1. The name of the Company is "SEERLINE 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 carry on the business of wholesale and retail dealers, importers, exporters, agents for the sale and purchase and distributors of and in domestic appliances, grates, stoves, boilers, ranges, geysers and domestic ironmongery, hardware and appliances of all kinds and to design, plan, install and maintain the same.
 - (B) To acquire and to apply for, purchase or otherwise acquire, protect, prolong and renew any patents, patent rights, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, manufacture, develop, sell dispose of, grant licences in respect of or otherwise turn to account the property, rights, or information so acquired, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (C) To carry on the business of manufacturers, installers and repairers of domestic appliances, grates, stoves, boilers, ranges, geysers and domestic ironmongery and hardware of all kinds, machines and machine tools of all descriptions, electrical, mechanical and general engineers, manufacturers, repairers, merchants and dealers in all kinds of plant, machinery, apparatus, accessories, implements and tools of every kind, boiler and tank makers, welders, smelters, machinists, fitters, die-sinkers, riveters, grinders, drillers, designers, millwrights, tin-plate workers, wire drawers, tube makers, metal workers, metallurgists, galvanisers, japanners,

+6



THE COMPANIES ACT, 1948

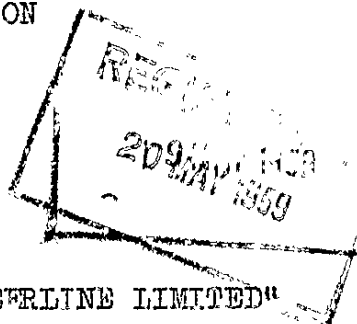
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+6

enamellers, wood workers, pattern makers, cabinet makers, joiners, builders, building contractors, estate agents, auctioneers, landowners, land developers, decorators, brick and tile makers, timber merchants and generally to carry on all the trades, businesses or industries of producers, cultivators, distributors of and dealers in all manufactured goods, raw or semi-raw materials and articles which may seem capable of being properly dealt with in any of the said businesses.

- (D) To carry on any other trade or business whatever which may seem to the Company capable of being conveniently carried on in connection with or extension of any of the businesses aforesaid or calculated directly or indirectly to enhance the value of or render more profitable any of the assets property or rights of the Company.
- (E) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials and any other real or personal property, and any easements and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
- (F) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, houses, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
- (G) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (H) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of or otherwise deal with or dispose of the whole or any part of the undertaking property and assets for the time being of the Company for such consideration as the Company may think fit.
- (I) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of

the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgment of indebtedness whether creating a charge or not.

- (J) To give such guarantees as may be deemed expedient.
- (K) To receive money on deposit or loan, and to lend money and make advances to such persons and on such terms as the Company may think fit.
- (L) To invest and deal with moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (M) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants, and other negotiable instruments.
- (N) To establish and support or aid in the establishment and support or associations, institutions, funds, trusts and conveniences calculated to benefit Directors or ex-Directors, employees or ex-employees or officers or ex-officers of the Company or the dependants of such persons, and to grant pensions, and allowances to and to make payments towards insurances for any such persons or their dependants, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (O) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company.
- (P) To enter into an partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limited profits or output, or otherwise for mutual assistance, with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (Q) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (R) To distribute among the members in specie any property or assets of the Company which the Company

may be competent to distribute.

- (S) To do all or any of the above things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (T) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.
- (U) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £5,000 divided into 20,000 Shares of 5s. each.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber,
<i>W.D. Davis</i> <i>107 Culver Grove</i> <i>Stamford</i> <i>Middlesex</i> <i>Clerk</i>	<i>One (1)</i>
<i>J. Mills.</i> <i>60, Dewsbury Road</i> <i>Wollis Hill</i> <i>London W.W.10.</i> <i>Clerk</i>	<i>One (1)</i>

Dated the 8th day of May, 1959.

Witness to the above Signatures:-

H.D. Lawrence.

Clerk to Messrs J.D. Langton & Partners
Solicitors
8, Bolton Street
London.
W7

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SEERLINE LIMITED

Incorporated the day of
1959

A private Company registered
without Articles of Association
Part II of Table "A" in the
First Schedule to the Companies
Act, 1948 applies to the Company

for

J. D. Langton & Passmore
Solicitors

(Signed)

W. R. Davis

J.D. Langton & Passmore,
8, Bolton Street,
Piccadilly,
London, W.1.

DUPLICATE FOR THE FILE.

No. 628491



Certificate of Incorporation

I Hereby Certify, that

BERLINE LIMITED

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

Given under my hand at London this **Twentieth** day of

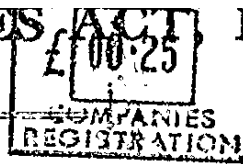
May One Thousand Nine Hundred and **Fifty nine.**

L. R. Langford
Registrar of Companies.

Certificate received by **J. D. LANGTON & HASSMORE**
8 Bolton Street W. 1

J. D. Langton

Date **21/5/59**



Special Resolution

Pursuant to Section 141 (2).

OF

SEERLINE LIMITED

Passed 28th September 1967

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 87 Worship Street, London, E.C.2.

on the 28th day of September 1967 the following Special Resolution was duly passed:—

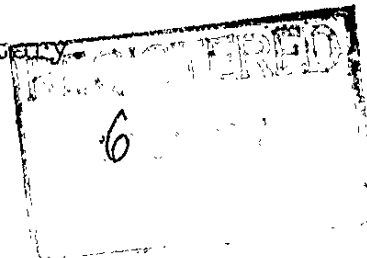
IT WAS RESOLVED that the name of the Company be changed to KILLBY & GAYFORD (FITTINGS) LIMITED to take effect from the date of the Registrar of Companies Certificate.

George O. Lang

Chairman.

Henry W. Cunniff

Secretary.



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE LEADROW, LEEDS, 1.





Reference: C.R.

BOARD OF TRADE

COMPANIES ACT, 1948

SEERLINE LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

KILLBY & GAYFORD (FITTINGS) LIMITED

Signed on behalf of the Board of Trade

this 12TH OCTOBER, 1967.



C.60

Authorised in that behalf by the
President of the Board of Trade

No. C.172

DUPLICATE FOR THE FILE.

No. 628491



Certificate of Incorporation on Change of Name

Whereas

SEERLINE LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the 20TH MAY, 1959

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

KILBY & GAYFORD (FITTINGS) LIMITED

Given under my hand at London, this

12TH OCTOBER, 1967.

Certificate received by

Assistant Registrar of Companies.

Date

Number of } 628491
Company }



The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

KILLBY & GAYFORD

(FITTINGS)

LIMITED

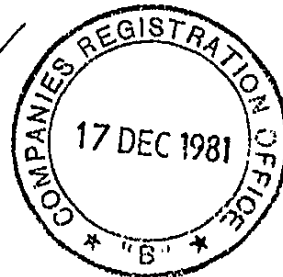
Passed 10TH NOVEMBER, 19 81.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 44/46, BOROUGH ROAD, LONDON, SE1.

on the TENTH day of NOVEMBER, 1981, the subjoined SPECIAL RESOLUTION WAS duly passed, viz. :—

RESOLUTION

IT WAS RESOLVED TO CHANGE THE NAME OF THE COMPANY FROM KILLBY & GAYFORD (FITTINGS) LIMITED TO KILLBY & GAYFORD LIMITED



Signature Richard C. P. Jay

CHAIRMAN

James C. Greenwood

SECRETARY

To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE.—To be filed within 15 d. after the passing of the Resolution(s).



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 628491

48

I hereby certify that

KILBY & GAYFORD (FITTINGS) LIMITED

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

KILBY & GAYFORD LIMITED

Given under my hand at Cardiff the

1ST JANUARY 1982

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

Assistant Registrar of Companies

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

Killby & Gayford Limited

Passed 10th February , 19 86



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

44/46 Borough Road, London SE1

on the Tenth day of February , 1986, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

It was Resolved to change the name of the Company from
Killby & Gayford Limited to Killby & Gayford (Building) Limited
as from the 2nd April 1986.

✓ OK

Signature.....T. J. O'Farrell.....Chairman
.....G. J. O'Farrell.....Secretary

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE - To be filed within 15 days after the passing of the Resolution(s).

N.Y.
026678
[P.T.O.] E.V.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No 628491

I hereby certify that

63

KILLBY & GAYFORD LIMITED

having by special resolution changed its name, is now
incorporated under the name of

KILLBY & GAYFORD (BUILDING) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2ND APRIL 1986

D. G. Blackstock
D. G. BLACKSTOCK

an authorised officer

628491

The Board of Directors
Killby & Gayford (Building) Limited
Osborne House
Macaulay Road
London
SW4 0QP

6 October 1993

Our ref: MRC/Ch

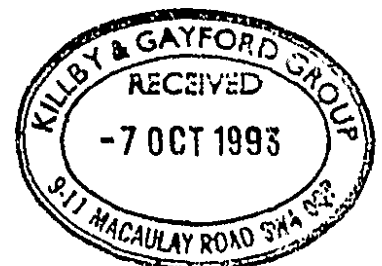
Dear Sirs

This letter is formal notice of our resignation as auditors of Killby & Gayford (Building) Limited with effect from today's date.

There are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

BDO Binder Hamlyn



COMPANY NO: 628491

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF

KILLBY & GAYFORD (BUILDING) LIMITED

PASSED ON THE SIXTEENTH DAY OF DECEMBER 1994

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT
OSBORNE HOUSE, 9-11 MACAULAY ROAD, LONDON SW4 0QP

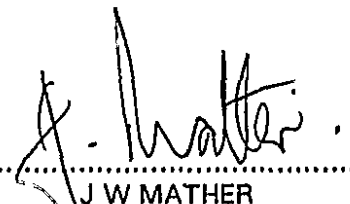
ON THE SIXTEENTH DAY OF DECEMBER 1994

THE FOLLOWING RESOLUTION WAS DULY PASSED:-

"THAT

The Company hereby elects:-

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually"

SIGNED 
J W MATHER
SECRETARY OF COMPANY

DATE 30 December 1994

