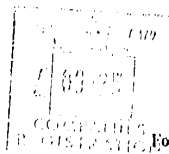


No. of Company **817560**



Form No. 41

THE COMPANIES ACT, 1948



A
Companies
Registration
Fee Stamp
of 5s.
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)

Name of Company :

**MELBOURNE ELECTRICS
LIMITED**

Presented by



H. A. JUST & CO. LTD.,
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261

I, Robert Ronald James Edward Brown
of 170 Southland Avenue, Wilby, Kent

Do solemnly and sincerely declare that I am ~~[a solicitor of the~~
Delete words
not applicable Supreme Court engaged in the formation] (a) [a person named in the
Articles of Association as a Director/Secretary].

of MELBOURNE
ELECTRICS 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 Wellingborough
the 24 day of June
one thousand nine hundred and forty four
before me.

[Signature]
(b) A Commissioner for Oaths.

(a) or in Scotland a Solicitor engaged in the formation
(b) or Notary Public or Justice of the Peace.

No. of Company 817560

Form No. 25

MELBOURNE ELECTRICS
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, 1936.)

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

The NOMINAL CAPITAL of.....

MELBOURNE ELECTRICS Limited,
is £ 100, divided into 100 shares of £ ONE each

Signature *H. A. Just*

Description *Director*

Date *2nd June 1964*

Presented by

H. A. JUST & CO. LTD.,
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261





THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

817560/3

Memorandum of Association

OF

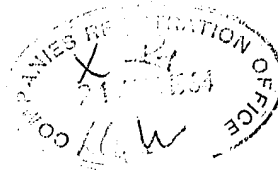
MELBOURNE ELECTRICS LIMITED

1. The name of the Company is:- "MELBOURNE ELECTRICS 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 business as electrical engineers and contractors, electricians, electronics engineers, radio and television engineers, refrigeration engineers, electric wiring contractors and specialists, metal and alloy makers, refiners and workers, mechanical engineers, cabinet makers, woodworkers, ironmongers, hardware dealers and general storekeepers.
- (b) To carry on business as manufacturers and distributors of, agents for and wholesale and retail dealers in, hirers out and repairers of electrical goods of all kinds, radio and television receivers, components, aerials and accessories, sound recording and reproducing equipment, gramophone records, magnetic tapes, refrigerators, washing machines, spin driers, electric fires and heating and ventilating appliances generally, cooking equipment, electric batteries, plugs, switches, flex, insulating materials and electrical requisites of all kinds, furniture, lamps and lampshades and household appliances and fittings of every description; labour saving contrivances, tools, domestic utensils, motor car and cycle accessories of all kinds, camping equipment, sports requisites, toys, games, leather goods, rubber goods, metal goods, wooden goods, plastic goods, fancy goods, and all articles of personal or household use or ornament.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

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To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.

To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

4.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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NAME :-

ADDRESS :-

OCCUPATION :-

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Walter Melbourne Shaw. 173 rd Dartford Rd, Dartford Kent Heating, Plumbing and Electrical Engg.	ONE
Ronald James Edward Shaw. 170 th SUTHERLAND HILL DARTFORD KENT HEATING, PLUMBING AND ELECTRICAL ENGINEER.	ONE
Donald Edward Shaw 4 BROCKHILL ROAD DARTFORD KENT HEATING, PLUMBING AND ELECTRICAL ENGINEER.	ONE
RONALD BERTHAM HORNBY	ONE

DATED this 2nd day of June 1964.

WITNESS to the above signatures :-

NAME :- J. W. Shaw
ADDRESS :- 11 CROSS LANE WEST
GRAYS
KENT
OCCUPATION :- HEATING ENGINEER.

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panies for the purpose
r any of the property
ties of this Company
urpose which may seem
rectly calculated to
sts of this Company.

support and aid in the
support of funds or
to benefit employees
the Company (including
a salaried office
the Company) or the
ctions of such persons
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Directors of the Com-
the Company may think
provide pensions for
to or for the benefit
Directors of the Com-
dents or connections.

property of the Company
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time prescribe.

THE COMPANIES ACT, 1948

817560

COMPANY LIMITED BY SHARES



Articles of Association

OF

MELBOURNE ELECTRICS LIMITED

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. 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 any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

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DIRECTORS.

9. The number of Directors shall not be less than two nor more than five. The first Directors shall be Walter Melbourne Shaw, Ronald James Edward Shove and Donald Edward Seare.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

9. Clause 11 of Part 199 of the Act, to all shares, less than one and to all shares Directors of the Company whether he is one of two or

10. notwiths... RES. age of 70 to vacate... or any other... any.

11. transfer shares 199 of the Act, who is already a and partially give notice in or arrangement the Directors of not a Director of the shares of voting agents for the arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

12. powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAME, ADDRESS

W. J. A.
173
Heath

R. J. A.
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Heath

Dona

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Heath

DATE

WITNESSES

NAME :- OFFICER

ADDRESS :- 11 CRO

OCCUPATION :- HEATH

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 of Table "A", every
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 s, charges, losses,
 incurred by him in the
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NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Walter Melbourne Shaw.
 173rd Dartford Rd. Dartford Kent.
 Heating, Plumbing Electrical Eng.

Donald Edward Shaw.
 170 Southdown Ave.
 Dartford

Heating, Plumbing & Electrical Engineer

Donald Edward Shaw

11 Broomhill Road
 Dartford Kent

HEATING PLUMBING & ELECTRICAL ENGINEER

DATED this 2nd day of June 1964.

WITNESS to the above signatures :-

NAME :- [Signature]

ADDRESS :- 11 CROSS LANE WEST
 DARTFORD
 KENT

OCCUPATION :- HEATING ENGINEER.

DUPLICATE FOR THE FILE.

No. 017560



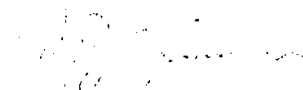
Certificate of Incorporation

I Hereby Certify that

MELBOURNE ELECTRICS LIMITED

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

Given under my hand at London this TWENTY-EIGHTH DAY OF AUGUST
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.


Assistant Registrar of Companies.

H. A. JUST & CO. LTD.
Certificate received by } LONDON STREET

Date

28 AUG 1964



No. 817560 / 10 The Companies Act, 1948

1339/68 COMPANY LIMITED BY SHARES

Special Resolution

OF

MELBOURNE ELECTRICS
LIMITED

At an Extraordinary General Meeting of
the members of the above named company, duly convened
and held on 3rd January 1966 the following
Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

That the name of the company be changed to:-

HEATING ELECTRICS LIMITED

DIRECTOR

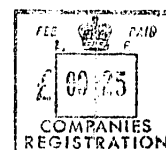
We certify that, to the best of our knowledge
and belief, the conditions mentioned in subsection
(2) of section one hundred and twenty nine of the
Companies Act, 1948, are satisfied at the date of
this return and have been satisfied at all times
since date of incorporation.

DIRECTOR

SECRETARY



No. 817560



Reference: C.R. 98/4339/65

BOARD OF TRADE

COMPANIES ACT, 1948

MELBOURNE ELECTRICS 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

HEATING ELECTRICS LIMITED

Signed on behalf of the Board of Trade

this TWELFTH DAY OF JANUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

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

C.60

2333 Wt. 41366 D. 4133 12M 2/65 T.P. Gp. 653.

DUPLICATE FOR THE FILE

No. 817360



Certificate of Incorporation on Change of Name

Whereas

MELBOURNE ELECTRICS LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the TWENTY-EIGHTH DAY OF AUGUST, 1964

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

HEATING ELECTRICS LIMITED

Given under my hand at London, this TWELFTH DAY OF JANUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Certificate received by

Rose

L. S. Whitfield
Assistant Registrar of Companies.

Date

12.1.66

No. of Company: 817560

The Companies Acts 1948 to 1967
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Sections 141(2) & 278(1)(b) of the Companies Act 1948)

of
HEATING ELECTRICS
LIMITED

Passed: the 2nd day of January, 1974

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held at 1 London Road, Bromley, Kent
on the 2nd January, 1974 the following
SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

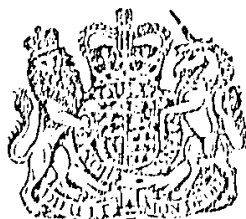
That, with the approval of the Department of Trade
and Industry, the name of the Company be changed to :-

HARP HEATING LIMITED

Signature: _____

G.E.T. Granter
G.E.T. Granter





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 817760

/ 28

I hereby certify that

HEATING ELECTRICS LIMITED

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

HARP HEATING LIMITED

Given under my hand at London the 12th February 1974

N Taylor
N. TAYLOR

Assistant Registrar of Companies

No. 817560 1/3

THIS DOCUMENT IS FILED PURSUANT
TO SECTION 5 OF THE COMPANIES
ACT 1948, AND 9 OF THE EUROPEAN
COMMUNITIES ACT 1972.

JUST AND COMPANY LIMITED

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum
—AND—
Articles of Association
—OF—
HARP HEATING LIMITED

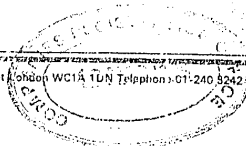
Incorporated the 28th day of August 1964

No 817560



JUST AND COMPANY LIMITED Company Printers 71 New Oxford Street London WC1A 1UN Telephone 01-240 3242

DSH/EDWARD



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

HARP HEATING LIMITED

* 1. The name of the Company is "MELBOURNE ELECTRICS LIMITED".

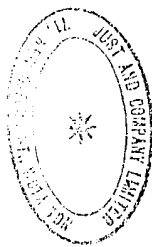
2. The Registered Office of the Company will be situate in England.

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

- (a) To carry on business as electrical engineers and contractors, electricians, electronics engineers, radio and television engineers, refrigeration engineers, electric wiring contractors and specialists, metal and alloy makers, refiners and workers, mechanical engineers, cabinet makers, woodworkers, ironmongers, hardware dealers and general storekeepers.
- (b) To carry on business as manufacturers and distributors of, agents for and wholesale and retail dealers in, hirers out and repairers of electrical goods of all kinds, radio and television receivers, components, aerials and accessories, sound recording and reproducing equipment, gramophone records, magnetic tapes, refrigerators, washing machines, spin driers, electric fires and heating and ventilating appliances generally, cooking equipment, electric batteries, plugs, switches, flex, insulating materials and electrical requisites of all kinds, furniture, lamps and lampshades and household appliances, and fittings of every description; labour saving contrivances, tools, domestic utensils, motor car and cycle accessories of all kinds, camping equipment, sports requisites, toys, games, leather goods, rubber goods, metal goods, wooden goods, plastic goods, fancy goods, and all articles of personal or household use or ornament.

* Or. 12th January 1966 the name of the Company was changed to "HEATING ELECTRICS LIMITED" pursuant to Special Resolution passed 3rd January 1966.

On 12th February 1974 the name of the Company was changed to "HARP HEATING LIMITED" pursuant to Special Resolution passed 2nd January 1974.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned

shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
WALTER MELBOURNE SHAW, 173A, Dartford Rd., Dartford, Kent. Heating Plumbing and Electrical Eng.	One
RONALD JAMES EDWARD SHOVE, 170 Sutherland Ave., Welling, Kent. Heating, Plumbing and Electrical Engineer.	One
DONALD EDWARD SEARE, 4 Broomhill Road, Dartford, Kent. Heating Plumbing and Electrical Engineer.	One

DATED this 2nd day of June 1964.

WITNESS to the above signatures :—

D.J. PERKINS,
11 Cross Lane West,
Gravesend, Kent.
Heating Engineer.

COMPANY LIMITED BY SHARES

Articles of Association
OF
HARP HEATING LIMITED

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet : - 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. 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 any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS.

9. The number of Directors shall not be less than two nor more than five. The first Directors shall be Walter Melbourne Shaw, Ronald James Edward Shove and Donald Edward Seare.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit in the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WALTER MELBOURNE SHAW,
173A, Dartford Rd.,
Dartford, Kent.
Heating Plumbing and Electrical Eng.

RONALD JAMES EDWARD SHOVE,
170 Sutherland Ave.,
Welling, Kent.
Heating, Plumbing and Electrical
Engineer.

DONALD EDWARD SEARE,
4 Broomhill Road,
Dartford, Kent.
Heating Plumbing and Electrical
Engineer.

DATED this 2nd day of June 1964.

WITNESS to the above signatures :—

D.J. PERKINS,
11 Cross Lane West,
Gravesend, Kent.
Heating Engineer.

No. 817560 ✓ 64

THE COMPANIES ACTS 1948 TO 1983
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

OF

HARP HEATING LIMITED ✓

Passed on the ELEVENTH day of APRIL 1985

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the ELEVENTH day of APRIL 1985 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company: ✓

SPECIAL RESOLUTION

That with the consent of the Registrar of Companies the name of the Company be changed to 'HARP CONTRACTS LIMITED' ✓

Mr G.E.T. GRANTER.....

Mr G.E.T. GRANTER ✓

Chairman

Presented by:

McKenna & Co.
Inveresk House,
1 Aldwych,
LONDON WC2R 0HF.



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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 817560 / 65

I hereby certify that

HARP HEATING LIMITED

having by special resolution changed its name, is now

incorporated under the name of

HARP CONTRACTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 23RD APRIL 1985

M. Israel

MRS. C. ISRAEL

an authorised officer

7/3



Company Number 817560

THE COMPANIES ACT 1935

SPECIAL RESOLUTION

of HARP CONTRACTS LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at United House, Goldsel Road, Swanley, Kent BR8 8EX on the 20th February 1989, the following Special Resolution was duly passed:-

IT WAS RESOLVED that the Company name be changed to:

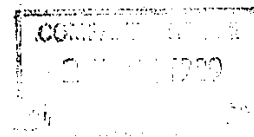
UNITED HOUSE LIMITED

[Signature]

Director



M. J. f 46
100317



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FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 817560

I hereby certify that

HARP CONTRACTS LIMITED

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

UNITED HOUSE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 7 MARCH 1989

S. M. Phillips
S. M. PHILLIPS

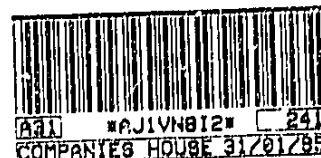
an authorised officer

HC006B

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STEP XVI



No. 817560

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
UNITED HOUSE LIMITED

At an Extraordinary General Meeting of the Company held at United House, Goldsel Road, Swanley, Kent BR8 8EX on Friday 13th January 1995 at 11.50 a.m. the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT notwithstanding Article 7 of the Articles of Association of the Company United House Group Limited and Mr Geoffrey Granter shall be entitled to transfer all the issued shares in the capital of the Company to Obtainflower Limited (to be re-named United House Group Limited - Registered No. 2998303) ("the Transferee") pursuant to an Agreement dated 13th January 1995 (in the form produced to the Meeting and initialled by the Chairman for identification purposes) and the Directors be and they are hereby authorised to enter the name of the Transferee in the Register of Members of the Company as if Article 7 of the Articles of Association of the Company did not apply to the relevant transfers of such shares.

C. J. C. Granter
.....
CHAIRMAN

PRESENTED BY:-

Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA

ref: RSG

15:14\12 January 1995\AES\C68539.1