

I Stephen Philip Copson

of The Bungalow, Jacobs Ladder, Claines,
Worcester.

(.) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) a person named
in the Articles of Association as a Director (11)

of
A. E. S. (Roofing Contractors) ✓ 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 112 Zetgate Street
in the City of Worcester

the 16th day of December

one thousand nine hundred and seventy four

Before me

[Signature]

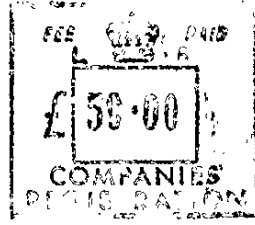
* Delete as
not a Notary

*A Commissioner for Oaths.
Notary Public.
Justice of the Peace.

S Copson

1242639

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THE COMPANIES ACTS, 1948 TO 1967.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. E. S. (Roofing Contractors) Limited

LIMITED.

1. The name of the Company is "
A. E. S. (Roofing 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 carry on the businesses of roofing,
tiling and flooring contractors,
electrical contracting and aerial erection.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user 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, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(i) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments and securities.

(j) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(k) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(l) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so directly or indirectly to benefit the Company.

(m) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or their families, dependants or connections, and to grant pensions, gratuities and allowances to any such persons, and to make payments towards insurance for the benefit of any such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(n) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(o) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that in the construction of this clause each sub-clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned 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.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

Company
 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 (in words).
Stephen Philip Copson, The Bungalow, Jacobs Ladder, Claines, Worcester. Electrical Contractor	Ninety Nine <i>ninety nine</i>
Grace Lillian Copson, The Bungalow, Jacobs Ladder, Claines, Worcester Housewife	One <i>one.</i>

Dated the *10th* day of *December* 19 *75*.

Witness to the above Signatures:—

R Kelly
 Miss Rosemarie Kelly
 7, ASTWOOD ROAD
 WORCESTER
 MACHINIST

THE COMPANIES ACTS, 1948 to 1967.

PRIVATE
COMPANY LIMITED BY SHARES.

Articles of Association

OF

A. E. S. (Roofing Contractors) Limited

LIMITED.

1. Subject as hereinafter provided, the Regulations contained in or made applicable by Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

2. Regulations 24, 39, 53, 71, 75, 79, 84(2) and 88(f) of Part I of Table A and Regulation 6 of Part II of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall constitute the regulations of the Company.

3. The Company is a private company within the meaning of Section 28 of the Act and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

4. The nominal share capital of the Company is £100 divided into 100 shares of £ 1 each.

5. The said shares and any further shares which may be created shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

6. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

7. In Regulation 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.

8. Save as is otherwise provided in these Articles any share upon which the Company has no lien may be transferred by any member of the Company whether inter vivos or by testamentary disposition or by devolution upon intestacy to any other member of the Company, to the spouse, father, mother, issue, executors, administrators or any of them of the member whose shares are being transferred and Regulation 3 of Table A Part II, shall only apply to such transfers for the purpose of ensuring that the number of members shall not exceed the prescribed limit.

9. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

10. In Regulation 4 of Part II of Table A the words "save as herein otherwise provided" shall be deemed to be omitted.

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than six and Stephen Philip Copson shall be the first Directors and shall not be subject to retirement by rotation nor taken into account in determining the rotation of retirement of Directors and Regulations 89 and 90 of Part I of Table A shall be modified accordingly.

12. The directors may exercise all the powers of the company to borrow money, 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. In Regulation 96 of Part I of Table A, the words "or by extraordinary resolution" shall be deemed to be inserted immediately following the words "Section 142 of the Act."

14. Subject to the provisions of Section 199 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.

15. In Regulation 130 of Part I of Table A the words "Sections 159 to 162 of the Act" shall be deemed to be omitted and the words "Sections 159, 160 and 161 of the Act (save to the extent that the same have been repealed or amended by the Companies Act 1967) and by Sections 13 and 14 of the Companies Act 1967" shall be substituted for them.

16. In Regulation 131 of Part I of Table A the words from and including the words "and in any other case" down to the end of the said Regulation shall be deemed to be omitted.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Stephen Philip Copson,
The Bungalow,
Jacobs Ladder,
Claines,
Worcester

Electrical Contractor ✓

S. Copson

Grace Lillian Copson,
The Bungalow,
Jacobs Ladder,
Claines,
Worcester.

Housewife ✓ *G. L. Copson*

Dated the *10th* day of *December*, 19*75*.

Witness to the above signatures:

R. Kelly
Miss Rosemary Kelly
ZABU... ..



CERTIFICATE OF INCORPORATION

No. 1242639

I hereby certify that

A.E.S. (ROOFING CONTRACTORS) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the 2ND FEBRUARY 1976

N Taylor
N. TAYLOR

Assistant Registrar of Companies