

Declaration of compliance with the requirements on application for registration of a company

412

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] []

1591877/7

Name of Company

MARKJOY LIMITED

SUNDER MANSURANI

183/185 BERMONDSEY STREET

LONDON SE1 7JL

do solemnly and sincerely declare that I am a person named as Director of the Company in the statement delivered under section 21 of the Companies Act 1976

MARKJOY LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 Staple Inn Buildings
(South), Staple Inn,
London, W.C.1.

Signature of Declarant

S. Mansurani

the 14th day of September

One thousand nine hundred and eighty-four

before me
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths
A.J. HOOPER

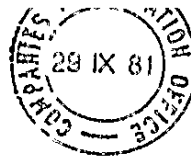
Presentor's name, address and reference (if any):

STEPHEN COX & CO.
(LEGAL SERVICES) LIMITED
183/185 BERMONDSEY STREET
LONDON S.E.1.
01-407 5122

For official use

New companies section

Post room



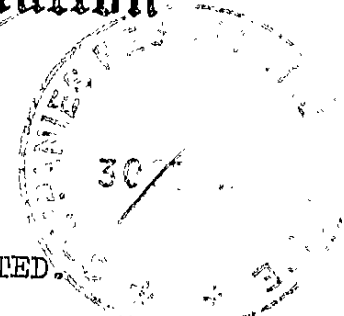
COMPANY LIMITED BY SHARES.

1591877/3

Memorandum of Association

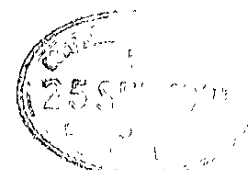
OF

MARKJOY LIMITED



1. The name of the Company is MARKJOY LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (1) To carry on business as manufacturers, wholesalers, importers, exporters, buyers and sellers of and mail order dealers in, fancy goods and goods of all descriptions, including goods made of plastic materials, cloth, wool, worsted, silk, flax, jute, hemp, balata, wood, leather, fibrous materials, rubber, sponge, cotton, wadding; metal goods generally, clothes, furniture, electrical goods, travel goods, ivory, gold, silver, jewellery, clocks, watches, precious stones and gems, skins, furs, corn, hay, straw, hops, liquors, foods, provisions, wood and timber, coal, coke, patent fuel, oils, household goods and fittings, chemists sundries, waste goods and offal, and generally articles and goods of any kind whether manufactured or not.
 - (2) To carry on business as importers, exporters, buyers, sellers and mail order dealers in, and repairers and restorers of, antique furniture, coins and medals and antiques generally; stamp dealers, sculptors, picture and art dealers, auctioneers, experts and valuers and producers of works of arts.
 - (3) To carry on business as manufacturers, wholesalers, importers, exporters and dealers in, novelties, toys, games, puzzles, amusements and sports goods, and outfits of every description, bicycles, tricycles, scooters, children's bicycles, perambulators and printing outfits and to undertake and execute any agency or commission and to act generally as agents, factors and brokers for the sale or purchase of goods.

William J Glynn
255605 £900
(1981)



(B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or 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 purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property; whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) 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 and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock 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, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

(F) To apply for and take out, 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 calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.

(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

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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.

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

(K) 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 as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) 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 the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise 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.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company

in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

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

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) 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, 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.


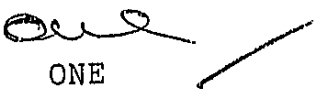


(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other 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. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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.

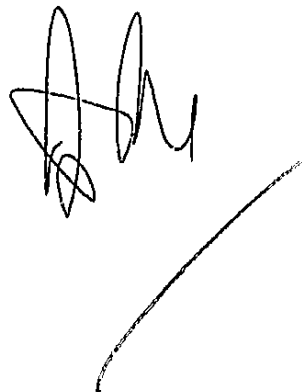
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 SUNDER MANSUKHANI 183-185 Bermondsey Street. London, SE1 3UW. Law Stationer	 ONE
 LYNN CARRINGTON 183-185 Bermondsey Street. London, SE1 3UW Secretary	 ONE

DATED the 4th day of September 1981.

WITNESS to the above signatures :

DAVID R. COX
183-185 Bermondsey Street.
London SE1 3UW.

Law Stationer



COMPANY LIMITED BY SHARES.

1591877 /4

Articles of Association

OF

MARKJOY LIMITED

PRELIMINARY

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

2. Regulations 3, 11, 24, 75, 77, 79 and 88 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The Company is a private company limited by shares and accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and

(b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in General Meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article.

6. Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of a special resolution be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed.

LIEN

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if

any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

9. Save in the circumstances set out in the next succeeding Article, the Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

10. Subject as hereinafter provided -

(a) Any share may be transferred to a person who is already a member of the Company

(b) Any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his Will

(c) Any share standing in the names of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same

Provided Always that nothing hereinbefore in this Article contained shall prevent the Directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

11. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETING

12. Every notice convening a General Meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

13. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

14. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 21 of the Companies Act 1976.

BORROWING POWERS

15. 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, subject to Section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

16. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

17. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

18. The office of a Director shall be vacated :-

(a) if he resigns his office by notice in writing to the Company;

(b) if he becomes bankrupt or enters into any arrangement with his creditors;

(c) if he is prohibited from being a Director by an order made under Section 188 of the Act or under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976;

(d) if he becomes of unsound mind; or

(e) if he is removed from office by resolution duly passed under Section 184 of the Act.

ROTATION OF DIRECTORS

19. In Regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

SECRETARY

20. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976.


NOTICES

21. In Regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".


INDEMNITY

22. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of Section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


SUNDER MANSUKHANI
183-185 Bermondsey Street,
London SE1 3UW

Law Stationer


LYNN CARRINGTON
183-185 Bermondsey Street,
London, SE1 3UW.

Secretary

DATED the 4th day of September 1981.

WITNESS to the above signatures :

DAVID R. COX
183-185 Bermondsey Street.
London, SE1 3UW.

Law Stationer



Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

delete if
inappropriate

Company number

1591877/5

Name of Company

MARKTOY

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

183/185 BERMONDSEY STREET,
LONDON, S.E.1.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

STEPHEN COX & CO. (LEGAL SERVICES) LIMITED
183-185 BERMONDSEY STREET
LONDON SE1 3UW

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

KSD/M

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	SUNDER MANSUKHANI	Business occupation	LAW STATIONER
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	183-185 BERMONDSEY STREET LONDON SE1 3UW	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
STEPHEN COX & CO. (LEGAL SERVICES) LIMITED			
STEPHEN COX & CO. (LAW AGENTS) LIMITED			
STEPHEN COX & CO. (MICROFILMING) LIMITED			
SOLICITORS & GENERAL TYPEWRITING CO. LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 4/9/81	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

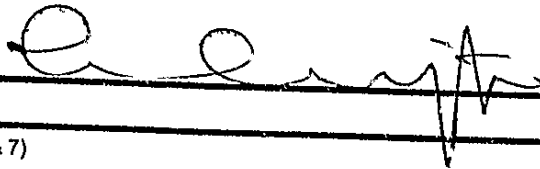
Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

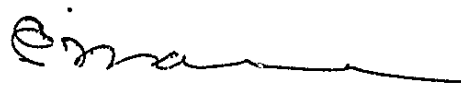
Name (notes 2 & 7)	
LYNN CARRINGTON	
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	
183-185 BERMONDSEY STREET	
LONDON SE1 3UW	
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 4-9-81

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

required by
section 21(3) of
Companies
1976

Signed by or on behalf of the subscribers of the memorandum*

note as
appropriate

Signature  [Subscriber]-[Agent]† Date 4-9-81

Signature  [Subscriber]-[Agent]† Date 4-9-81

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1591877

I hereby certify that

MARKJOY LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 16TH OCTOBER 1981

A handwritten signature in black ink, appearing to be 'E. V. Jones', written over a horizontal line.

Assistant Registrar of Companies

Number of Company

1591877

10

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MARKJOY LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 24th November 1981 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. That the new objects clause in the Memorandum of Association of the Company set out in the draft document marked "A" of which a copy has been produced to the Meeting and subscribed by the Chairman be approved and adopted as Clause 3 of the Company's Memorandum of Association.
2. That the new Articles of Association of the Company set out in the draft document marked "B" of which a copy has been produced to the Meeting and subscribed by the Chairman be approved and adopted as the Company's Articles of Association.

M. N. Pyle

Chairman of the Meeting

The Companies Acts 1948 to ~~1967~~ 1980

COMPANY LIMITED BY SHARES

Memorandum

of

Association

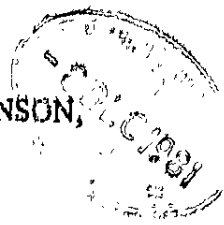
(Amended by Special Resolution passed 24 Nov. , 1981)

of

MARKJOY LIMITED

Incorporated 16th October 1981

EVERSHED & TOMKINSON,
Solicitors,
BIRMINGHAM B3 3LX



Certificate No. 1591877

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

MARKJOY LIMITED

(Amended by Special Resolution passed on 24th November 1981)

Incorporation on 16th October 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

MARKJOY LIMITED

(Amended by Special Resolution passed on 24th November 1981)

1. The name of the Company is MARKJOY LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - 3.1 3.1.1 To carry on the businesses of heating and ventilating engineers, manufacturers, hirers, letters on hire, maintainers, servicers, installers, fitters and repairers of, agents for and dealers in heating and ventilating apparatus of every description, and fans, ducting, pipes, and other components, equipment, plant, machinery and supplies of all kinds, sheet metal workers, installation specialists, electrical, mechanical, hydraulic, lighting, hot water, structural and general engineers and contractors, engineering and general agents, manufacturers, repairers, suppliers and merchants of, and dealers in electrical and other domestic appliances and household and commercial fittings, equipment machinery and accessories of every description, hardware merchants and ironmongers, gas fitters, hire purchase, insurance and commission agents, builders and contractors for the construction, reconstruction, demolition, repair, decoration and maintenance of buildings, and premises of all kinds; metal merchants, panel beaters, millwrights, smiths, fitters, machinists and tube makers, manufacturers and merchants of, and dealers in oil, steam, gas, electrical and other engines, pipe fitters, galvanisers, platers and annealers, builders' and plumbers' merchants, painters and decorators, french polishers, carpenters, joiners and timber merchants, motor vehicles proprietors, haulage contractors, wharfingers, railway and forwarding agents and general warehousemen, manufacturers of, and merchants of, and dealers in heating, lubricating and other oils and petrol, benzol and other motor spirits; to undertake and execute

any contracts for the building, installation and repair of all types of heating and ventilating apparatus or for the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts; and to buy, sell, manufacture repair, alter and exchange, let on hire, and on hire purchase, export, import and deal in all kinds of articles and things which may be required for the purposes of the said businesses or any of them or are commonly supplied or dealt in by persons engaged therein or which may seem capable of being profitably dealt with in connection with any of such businesses

- 3.1.2 To manage land buildings and other property whether belonging to the Company or not, and in particular, but without prejudice to the generality of the foregoing, to maintain, repair and improve any land and buildings or other property and to provide any appropriate services, benefits, amenities or convenience in relation to any land, buildings or other property or the occupiers thereof.
- 3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.
- 3.3 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.
- 3.4 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.
- 3.5 To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- 3.6 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.

- 3.7 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- 3.8 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, and to issue at par or at a premium or discount and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.9 To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give credit to such persons and on such terms as may seem expedient.
- 3.10 To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.11 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances and other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid.
- 3.12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.13 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- 3.14 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 or stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.

- 3.15 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- 3.16 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.
- 3.17 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- 3.18 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 may be made except with the sanction (if any) for the time being required by law.
- 3.19 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.20 To do all or any of the above things in any part of the world and either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.21 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

SUNDER MANSUKHANI
183-185 Bermondsey Street
London SE1 3UW

ONE

Law Stationer

LYNN CARRINGTON
183-185 Bermondsey Street
London SE1 3UW
Secretary

ONE

DATED the 4th day of September 1981

WITNESS to the above signatures:

DAVID R. COX
183-185 Bermondsey Street
London SE1 3UW

Law Stationer

The Companies Acts 1948 to ~~1967~~ 1980

COMPANY LIMITED BY SHARES

Memorandum

of

Association

*(Amended by Special Resolution passed
24 Nov. , 1981)*

of

MARKJOY LIMITED

Incorporated 16th October 1981

112
The Companies Acts 1948 to ~~1967~~ 1980

COMPANY LIMITED BY SHARES

NEW

Articles

of

Association

(Adopted by Special Resolution passed 24th Nov., 1981)

of

MARKJOY LIMITED

Incorporated 16th October 1981

EVERSHED & TOMKINSON,
Solicitors,
BIRMINGHAM B3 3LX.



The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

- of -

MARKJOY LIMITED

(Adopted by Special Resolution passed on 24th November 1981)

Incorporated on 16th October 1981

COMPANY LIMITED BY SHARES

NEW
ARTICLES of ASSOCIATION

of

MARKJOY LIMITED

(Adopted by Special Resolution passed on 24th November 1981)

PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 24, 53, 62, 75, 77, 79, 87 to 95 inclusive, 99, 106 and 136 of Table A shall not apply to the Company.
3. In regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" and the sentence "Any reference to any statutory provision shall be deemed to include a reference to all and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of such regulation.
4. In these Articles the expression "Controlling Company" means Maintenance & Technical Management Limited (Company Number 725583)

SHARES

5. 5.1 No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company or some other person expressly nominated for the purpose by the Controlling Company in writing but subject

thereto all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 14 of the Companies Act 1980, and provided that no shares shall be issued at a discount.

- 5.2 The provisions of subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the Company.

LIEN

6. In regulation 11 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER AND TRANSMISSION

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee, and regulation 22 of Table A shall be modified accordingly.
8. In case any member being a Director shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
9. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 5 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

10. 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. One member holding more than one half in nominal value of the issued Ordinary share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum, and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A.

VOTES OF MEMBERS

12. 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 entitled to vote who (being an individual) is present in person or by proxy (not being himself a

member) or (being a corporate body) is present by a representative or proxy (not being himself a member) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

13. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or, being corporations, their duly authorised representatives) referred to in that regulation.

DIRECTORS

14. In these Articles the expression "the Directors" means the directors for the time being of the Company or (as the context shall require) any of them acting as the Board of directors of the Company and the word "Director" shall unless the context otherwise requires be construed accordingly but neither expression shall include any Special Director (as hereinafter defined) who shall not be nor be deemed to be a director of the Company for any purpose whatsoever.

15. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as directors of the Company, namely:-

- 15.1 any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company; and

- 15.2 any other person approved by the Board of directors of the Controlling Company for so long only as such person is so approved

The certificate of the Secretary or the Assistant Secretary (if any) of the Controlling Company as to whether or not any person (other than the person giving such certificate) is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph 15.2 of this Article.

16. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of, and to attend and speak at, all general meetings of the Company.
17. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 15 to be a Director and to remove any Director from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
18. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 15 to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
19. In addition and without prejudice to regulation 76 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
21. 21.1 The Directors may from time to time appoint any manager or other officer or person in the employment of the Company to be a Special Director of the Company
- 21.2 A Special Director shall not be required to hold any share qualification.
- 21.3 The appointment of a person to be a Special Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company whether as regards duties, remuneration, pension or otherwise and his office as a Special Director shall be vacated if he becomes of unsound mind or bankrupt or suspends payment or compounds with his creditors or has an order made against him under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976 or if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Special Director or in the event of his being removed from office by a resolution of the Directors.
- 21.4 The appointment, removal and remuneration of any Special Director shall be determined by the Directors with full power to make such arrangements as the Directors may think fit and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the Special Director or Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Special Directors except with his or their knowledge and consent.
- 21.5 In calculating the number to form a quorum at any meeting of the Directors any Special Directors present shall not be counted. A Special Director shall not be entitled to vote nor (except when expressly invited by the Directors to attend) to receive notice of or to attend at any Board Meeting.

BORROWING POWERS

22. 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, subject to section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

23. A Director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising out of the same and may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.
24. The Directors shall not be required to sign their names in a book kept for the

purpose of recording attendances at meetings and regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be forthwith vacated:-
- 25.1 If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any agreement between him and the Company.
 - 25.2 If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - 25.3 If he becomes of unsound mind.
 - 25.4 If he is removed from office by a resolution duly passed under section 184 of the Act.
 - 25.5 If he is prohibited from being a director by any order made under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976.
 - 25.6 If he is removed from office under Article 17.
 - 25.7 If he ceases to be eligible under Article 15.

ROTATION OF DIRECTORS

26. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Table A shall not apply to the Company. Also in such regulation 97, the words "and without prejudice to the powers of the directors under regulation 95" shall be omitted.

PROCEEDINGS OF DIRECTORS

27. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company or his alternate.
28. A resolution in writing, signed by all the directors of the Company for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Directors.
29. 29.1 Any Director may at any time appoint another Director or any other person approved by the Directors to be his alternate director and may at any time terminate such appointment. Any such appointment or removal shall be by written notice, letter, telegram, cablegram, telex message or other form of visible communication from the Director to the Company and shall be effective upon delivery at the registered office of the Company or at a meeting of the Directors.
- 29.2 Any person appointed as an alternate director shall vacate his office as such alternate director if and when the Director by whom he has been appointed vacates his office as Director and upon the happening

of any event which, if he were a Director, would cause him to vacate such office.

29.3 An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he is himself a Director, he shall be entitled in such circumstances as aforesaid to exercise the vote or votes of the Director or Directors for whom he is an alternate in addition to his own vote. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors, the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate director as such shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

29.4 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive any remuneration from the Company in respect of his appointment as alternate director.

NOTICES

30. In regulation 131 of Table A, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

WINDING UP

31. In regulation 135 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

32. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 or section 36 of the Companies Act 1980 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 205 of the Act.

The Companies Acts 1948 to ~~1967~~ 1980

COMPANY LIMITED BY SHARES

NEW

Articles

of

Association

*(Adopted by Special Resolution passed
24th November 1981)*

of

MARKJOY LIMITED

Incorporated 16th October 1981

Company Number 1591877

REGISTRATION

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MARKJOY LIMITED



AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 24th November 1981 the following Resolution was passed as a Special Resolution:-

RESOLUTION

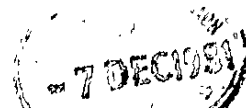
That the name of the Company be changed to
Maintenance & Technical Management (Midlands) Limited.

M. N. Pye

Chairman of the Meeting

nrwest

060245



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1591877 15

I hereby certify that

MARKJOY LIMITED

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

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

Given under my hand at Cardiff the

13TH JANUARY 1982

A handwritten signature in ink, appearing to be 'J. H. Jones', written over a faint circular stamp.

Assistant Registrar of Companies

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum

and

NEW

Articles of Association

(Adopted by Special Resolution passed 24th November, 1981)

of

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

Incorporated 16th October 1981

EVERSHED & TOMKINSON,
Solicitors,
BIRMINGHAM B1 3LX.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1591877

I hereby certify that

MARKJOY LIMITED

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

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

Given under my hand at Cardiff the

13TH JANUARY 1982

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

Assistant Registrar of Companies

C172



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 1591877

I hereby certify that

MARKJOY LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 16TH OCTOBER 1981

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

Assistant Registrar of Companies

C.173

Certificate No. 1591877

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

(Amended by Special Resolution passed on 24th November 1981)

Incorporation on 16th October 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

(Amended by Special Resolution passed on 24th November 1981)

-
1. The name of the Company is MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED *
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - 3.1 3.1.1 To carry on the businesses of heating and ventilating engineers, manufacturers, hirers, letters on hire, maintainers, servicers, installers, fitters and repairers of, agents for and dealers in heating and ventilating apparatus of every description, and fans, ducting, pipes, and other components, equipment, plant, machinery and supplies of all kinds, sheet metal workers, installation specialists, electrical, mechanical, hydraulic, lighting, hot water, structural and general engineers and contractors, engineering and general agents, manufacturers, repairers, suppliers and merchants of, and dealers in electrical and other domestic appliances and household and commercial fittings, equipment machinery and accessories of every description, hardware merchants and ironmongers, gas fitters, hire purchase, insurance and commission agents, builders and contractors for the construction, reconstruction, demolition, repair, decoration and maintenance of buildings, and premises of all kinds; metal merchants, panel beaters, millwrights, smiths, fitters, machinists and tube makers, manufacturers and merchants of, and dealers in oil, steam, gas, electrical and other engines, pipe fitters, galvanisers, platers and annealers, builders' and plumbers' merchants, painters and decorators, french polishers, carpenters, joiners and timber merchants, motor vehicles proprietors, haulage contractors, wharfingers, railway and forwarding agents and general warehousemen, manufacturers of, and merchants of, and dealers in heating, lubricating and other oils and petrol, benzol and other motor spirits; to undertake and execute

* The name of the Company was changed from Markjoy Limited to the present name on 13th January 1982.

any contracts for the building, installation and repair of all types of heating and ventilating apparatus or for the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts; and to buy, sell, manufacture repair, alter and exchange, let on hire, and on hire purchase, export, import and deal in all kinds of articles and things which may be required for the purposes of the said businesses or any of them or are commonly supplied or dealt in by persons engaged therein or which may seem capable of being profitably dealt with in connection with any of such businesses

- 3.1.2 To manage land buildings and other property whether belonging to the Company or not, and in particular, but without prejudice to the generality of the foregoing, to maintain, repair and improve any land and buildings or other property and to provide any appropriate services, benefits, amenities or convenience in relation to any land, buildings or other property or the occupiers thereof.
- 3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.
- 3.3 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.
- 3.4 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.
- 3.5 To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- 3.6 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.

- 3.7 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- 3.8 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, and to issue at par or at a premium or discount and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.9 To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give credit to such persons and on such terms as may seem expedient.
- 3.10 To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.11 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances and other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid.
- 3.12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.13 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- 3.14 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 or stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.

- 3.15 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- 3.16 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.
- 3.17 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- 3.18 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 may be made except with the sanction (if any) for the time being required by law.
- 3.19 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.20 To do all or any of the above things in any part of the world and either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.21 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

SUNDER MANSUKHANI
183-185 Bermondsey Street
London SE1 3UW

ONE

Law Stationer

LYNN CARRINGTON
183-185 Bermondsey Street
London SE1 3UW
Secretary

ONE

DATED the 4th day of September 1981

WITNESS to the above signatures:

DAVID R. COX
183-185 Bermondsey Street
London SE1 3UW

Law Stationer

Number of Company

1591877

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

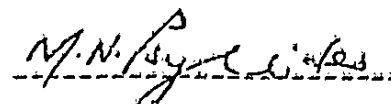
of

MARKJOY LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 24th November 1981 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. That the new objects clause in the Memorandum of Association of the Company set out in the draft document marked "A" of which a copy has been produced to the Meeting and subscribed by the Chairman be approved and adopted as Clause 3 of the Company's Memorandum of Association.
2. That the new Articles of Association of the Company set out in the draft document marked "B" of which a copy has been produced to the Meeting and subscribed by the Chairman be approved and adopted as the Company's Articles of Association.


Chairman of the Meeting

Company Number 1591877

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MARKJOY LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 24th November 1981 the following Resolution was passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to
Maintenance & Technical Management (Midlands) Limited.

M. N. Sydes

Chairman of the Meeting

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

- of -

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED
(Adopted by Special Resolution passed on 24th November 1981)

Incorporated on 16th October 1981

COMPANY LIMITED BY SHARES

NEW
ARTICLES of ASSOCIATION

of

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

(Adopted by Special Resolution passed on 24th November 1981)

PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 24, 53, 62, 75, 77, 79, 87 to 95 inclusive, 99, 106 and 136 of Table A shall not apply to the Company.
3. In regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" and the sentence "Any reference to any statutory provision shall be deemed to include a reference to all and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of such regulation.
4. In these Articles the expression "Controlling Company" means Maintenance & Technical Management Limited (Company Number 725583)

SHARES

5. 5.1 No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company or some other person expressly nominated for the purpose by the Controlling Company in writing but subject

thereto all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 14 of the Companies Act 1980, and provided that no shares shall be issued at a discount.

- 5.2 The provisions of subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the Company.

LIEN

6. In regulation 11 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER AND TRANSMISSION

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee, and regulation 22 of Table A shall be modified accordingly.
8. In case any member being a Director shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
9. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 5 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

10. 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. One member holding more than one half in nominal value of the issued Ordinary share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A.

VOTES OF MEMBERS

12. 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 entitled to vote who (being an individual) is present in person or by proxy (not being himself a

member) or (being a corporate body) is present by a representative or proxy (not being himself a member) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

13. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or, being corporations, their duly authorised representatives) referred to in that regulation.

DIRECTORS

14. In these Articles the expression "the Directors" means the directors for the time being of the Company or (as the context shall require) any of them acting as the Board of directors of the Company and the word "Director" shall unless the context otherwise requires be construed accordingly but neither expression shall include any Special Director (as hereinafter defined) who shall not be nor be deemed to be a director of the Company for any purpose whatsoever.

15. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as directors of the Company, namely:-

15.1 any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company; and

15.2 any other person approved by the Board of directors of the Controlling Company for so long only as such person is so approved

The certificate of the Secretary or the Assistant Secretary (if any) of the Controlling Company as to whether or not any person (other than the person giving such certificate) is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph 15.2 of this Article.

16. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of, and to attend and speak at, all general meetings of the Company.
17. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 15 to be a Director and to remove any Director from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
18. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 15 to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
19. In addition and without prejudice to regulation 76 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
21. 21.1 The Directors may from time to time appoint any manager or other officer or person in the employment of the Company to be a Special Director of the Company
- 21.2 A Special Director shall not be required to hold any share qualification.
- 21.3 The appointment of a person to be a Special Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company whether as regards duties, remuneration, pension or otherwise and his office as a Special Director shall be vacated if he becomes of unsound mind or bankrupt or suspends payment or compounds with his creditors or has an order made against him under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976 or if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Special Director or in the event of his being removed from office by a resolution of the Directors.
- 21.4 The appointment, removal and remuneration of any Special Director shall be determined by the Directors with full power to make such arrangements as the Directors may think fit and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the Special Director or Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Special Directors except with his or their knowledge and consent.
- 21.5 In calculating the number to form a quorum at any meeting of the Directors any Special Directors present shall not be counted. A Special Director shall not be entitled to vote nor (except when expressly invited by the Directors to attend) to receive notice of or to attend at any Board Meeting.

BORROWING POWERS

22. 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, subject to section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

23. A Director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising out of the same and may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.
24. The Directors shall not be required to sign their names in a book kept for the

purpose of recording attendances at meetings and regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be forthwith vacated:-
- 25.1 If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any agreement between him and the Company.
 - 25.2 If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - 25.3 If he becomes of unsound mind.
 - 25.4 If he is removed from office by a resolution duly passed under section 184 of the Act.
 - 25.5 If he is prohibited from being a director by any order made under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976.
 - 25.6 If he is removed from office under Article 17.
 - 25.7 If he ceases to be eligible under Article 15.

ROTATION OF DIRECTORS

26. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Table A shall not apply to the Company. Also in such regulation 97, the words "and without prejudice to the powers of the directors under regulation 95" shall be omitted.

PROCEEDINGS OF DIRECTORS

27. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company or his alternate.
28. A resolution in writing, signed by all the directors of the Company for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Directors.
29. 29.1 Any Director may at any time appoint another Director or any other person approved by the Directors to be his alternate director and may at any time terminate such appointment. Any such appointment or removal shall be by written notice, letter, telegram, cablegram, telex message or other form of visible communication from the Director to the Company and shall be effective upon delivery at the registered office of the Company or at a meeting of the Directors.
- 29.2 Any person appointed as an alternate director shall vacate his office as such alternate director if and when the Director by whom he has been appointed vacates his office as Director and upon the happening

of any event which, if he were a Director, would cause him to vacate such office.

- 29.3 An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he is himself a Director, he shall be entitled in such circumstances as aforesaid to exercise the vote or votes of the Director or Directors for whom he is an alternate in addition to his own vote. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors, the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate director as such shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

- 29.4 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive any remuneration from the Company in respect of his appointment as alternate director.

NOTICES

30. In regulation 131 of Table A, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

WINDING UP

31. In regulation 135 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

32. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 or section 36 of the Companies Act 1980 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 205 of the Act.

THE COMPANIES ACTS 1948 TO 1981

**Declaration in relation to assistance
for the acquisition of shares.**

Pursuant to section 43(6) and (7) of the Companies Act 1981

59

Please do not
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binding margin



To the Registrar of Companies

For official use

Company number

26

1591877

Name of Company

Maintenance & Technical Management (Midlands)

Limited*

~~[being a recognised bank] [licensed institution] † within the meaning of the Banking Act 1979] ‡~~

~~[being authorised to carry on insurance business in the United Kingdom] ‡~~

~~[proposes to provide financial assistance for the purpose of an acquisition of shares]~~ [proposes to provide financial assistance for the purpose of reducing or discharging a liability incurred ‡ for the purpose of an acquisition of shares] † in the ~~[company]~~ [company's holding company, How Group

Limited.*] †

1. On 14th June 1985 Capriranch Limited (Company No. 1856196) ("Capriranch") whose registered office is at Intersection House, West Bromwich, West Midlands, B70 6RX acquired the entire issued share capital of How Group Limited held by M.J. How and Others ("the Vendors") being 556,288 Ordinary Shares of £1 each ("the Shares").
2. Part of the consideration for the Shares was satisfied by the issue to five of the Vendors of £494,050 10% Unsecured Loan Stock 1986/1990 ("the Stock").
3. It was a condition of issue of the Stock that the Stock would be repaid at par by Capriranch in five equal instalments of £98,810 on 30th April in each of the next five consecutive years. Notwithstanding this condition Overleaf

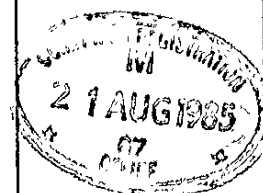
Presenter's name, address and
reference (if any)

Evershed & Tomkinson,
10 Newhall Street,
Birmingham,
B3 3LX

Ref: CMW/11

For official use
General section

Post room



(NOTE 3)

Please do
not write in
this binding
margin.



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

it was also a condition of issue that Capriranch may if it so wished redeem the whole or any part of the Stock at par together with accrued interest.

4. Capriranch now wishes to redeem part of the Stock amounting to £276,050 (plus £ 8121.37 accrued interest) and it has been agreed that the Company shall provide the sum of £284171.37 to Capriranch by way of an interest free loan repayable on demand ("the Loan") to enable Capriranch to redeem that part of Stock.
5. The net assets of the Company will not be reduced by the giving of the assistance as the directors of the Company have decided that it will not be necessary to make any provision in the Company's accounts in respect of the Loan.
6. The assistance referred to above will be given on 13th August 1985.
7. The amount of cash to be transferred is the amount of the loan.
8. The Company is a wholly owned subsidiary of Maintenance & Technical Management Limited.

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

*Delete if inappropriate.

†Delete as appropriate.

The person[s]* to whom the assistance is to be given [is] [are]† :

(NOTE 4)

Name	Capriranch Limited
Address	Intersection House, West Bromwich, West Midlands, B70 6RX
Name	
Address	

Therefore [] [we]†

(NOTE 5)

Name	Clive Anthony Gilbert
Address	"Brookend", Holberrow Green, Redditch, Worcester
Name	Roger Douglas Goundry
Address	19 Woodleigh Court, Redditch Road, Kings Norton, Birmingham, B38 3QY
Name	Paul Dennis Skett,
Address	Half Century House, Dormston Lane, Dormston, Inkberrow, Worcester
Name	Alan George Lawson,
Address	123 Senneleys Park Road, Northfield, Birmingham, B31 1AT
Name	James Cavanagh Burke
Address	1 The Heathlands, Wombourne, West Midlands
Name	
Address	

being all the directors of the company do solemnly and sincerely declare that :—

(1) the matters set out above are true

(2) ☒ [we]† have formed the opinion—

(a) as regards the initial situation of the company immediately following the date on which the assistance is proposed to be given, that there will be no ground on which the company could then be found to be unable to pay its debts[§] and

(b) ~~it being intended to commence the winding up of the company within twelve months of~~ that date, that the company will be able to pay its debts[§] in full within twelve months of ~~the commencement of the winding up~~ that the company will be able to pay its debts[§] as they fall due during the year immediately following that date

Please do not write in this binding margin.



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

†Delete as appropriate.

§See Note 6.

And ☒ [we]† 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 West Bromwich
In the County of
West Midlands
the 13th day of August
one thousand nine hundred and eighty
five
before me T. A. Alloway

A Commissioner for Oaths†

Solicitor

Signatures of Declarants

†or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Notes

- 1 These are the particulars of the business prescribed pursuant to section 43(7) of the Companies Act 1981. Delete either or both if inappropriate.
- 2 The terms "incurring a liability" and "reducing or discharging a liability" are defined in section 42(9) and (10) of the Companies Act 1981.
- 3 Insert material particulars, including :—
 - (a) the number and class, if known, of the shares acquired or to be acquired;
 - (b) a description of the form the assistance will take (the meaning of "financial assistance" for this purpose is set out in section 42(8) of the Companies Act 1981); the description should identify the person who has acquired or is to acquire the shares (giving his address or registered office address if a company) where he is someone other than the person to whom the assistance is to be given;
 - (c) the principal terms, if any, on which the assistance is to be given;
 - (d) the amount, if any, by which the company's net assets will be reduced by the giving of the assistance (for this purpose the amount of the net assets

is to be determined in the same way as is required by section 42(11) of the Companies Act 1981—by reference to accounting records);

- (e) the amount of cash to be transferred and/or the value of any asset or other thing to be provided; where the provision is to be made in the future or upon a contingency the value to be stated is that arrived at on the assumption that the due date has already arrived or the relevant contingency already occurred;
- (f) the date on which the assistance is proposed to be given.
- 4 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 5 Insert full names and addresses of all the directors of the company.
- 6 Contingent and prospective liabilities of the company are to be taken into account—see section 223(d) of the Companies Act 1948 and section 43(7) of the Companies Act 1981.
- 7 The auditors report required by section 43(8) of the Companies Act 1981 must be annexed to this form.

Binder Hamlyn

CHARTERED ACCOUNTANTS

The Rotunda, 150 New Street, Birmingham B2 4PD.
Telephone: 021-643 5544. Telex: 336015 Binder G.

The Directors
Maintenance & Technical
Management (Midlands) Limited
Intersection House
West Bromwich
West Midlands
B70 6RX

Your Ref:

Our Ref: CSD/SWP

Date: 13 August 1985

Dear Sirs

REPORT OF THE AUDITORS TO THE DIRECTORS OF
MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED
("the Company") UNDER SECTION 156 (4) OF THE COMPANIES ACT 1985

We have enquired into the state of affairs of the Company and are not aware of anything to indicate that the opinion expressed by you in your statutory declaration (Form G59) dated 13 August 1985 (made pursuant to Sections 155 (6) and 156 (2) of the Companies Act 1985) as to any of the matters mentioned in Section 156 (2) of such Act is unreasonable in all the circumstances.

Yours faithfully

Binder Hamlyn



BID! International
Binder Cyber Data Ltd

M Giffen, M J Arnes, D J Appleton, J Duggan, CS Dixon,
AJM Every, CS J Larkham, CA Lee, CE McGee, KC Ray, WJ Thurstfield,
CJ Timbrell, RV Tuckey.

Other Binder Hamlyn offices: Ayr, Bacup, Belfast, Bury St Edmunds, Croydon,
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Company No. 1591877

✓ 27

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

of

Maintenance and Technical Management (Midlands) Limited

At an Extraordinary General Meeting of the above-named Company duly convened and held on 13th August 1985 the following Resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

That the Articles of Association of the Company be altered by re-numbering the existing Article 2 as 2.1 and by inserting the following Article 2.2 "Regulation 10 of Table A shall not apply to the Company".



Chairman of the Meeting



Certificate No.: 1591877


The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

-of-

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

(Adopted by Special Resolution passed on 24th November 1981)
(Amended by Special Resolution passed on 13th August 1985)

Incorporated on 16th October 1981



Evershed & Tomkinson
Solicitors
Birmingham B3 3LX
Disc H Two

COMPANY LIMITED BY SHARES

NEW

ARTICLES of ASSOCIATION

of

MAINTENANCE & TECHNICAL MANAGEMENT (MIDLANDS) LIMITED

(Adopted by Special Resolution passed on 24th November 1981)
(Amended by Special Resolution passed on 13th August 1985)

PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2.
 - 2.1 Regulations 24, 53, 62, 75, 77, 79, 87 to 95 inclusive, 99, 106 and 136 of Table A shall not apply to the Company.
 - 2.2 Regulation 10 of Table A shall not apply to the Company.
3. In regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" and the sentence "Any reference to any statutory provision shall be deemed to include a reference to all and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of such regulation.
4. In these Articles the expression "Controlling Company" means Maintenance & Technical Management Limited (Company Number 725583)

SHARES

5.
 - 5.1 No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company or some other person expressly nominated for the purpose by the Controlling Company in writing but subject thereto all the unissued

shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 14 of the Companies Act 1980, and provided that no shares shall be issued at a discount.

- 5.2 The provisions of subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the Company.

LIEN

6. In regulation 11 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER AND TRANSMISSION

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee, and regulation 22 of Table A shall be modified accordingly.
8. In case any member being a Director shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
9. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 5 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

10. 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. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A.

VOTES OF MEMBERS

12. 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 entitled to vote who (being an individual) is present in person or by proxy (not being himself a member) or (being a corporate body) is present by a representative or proxy (not being himself a member) shall have one vote and, on a poll, every member shall have one vote

for each share of which he is the holder.

13. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or, being corporations, their duly authorised representatives) referred to in that regulation.

DIRECTORS

14. In these Articles the expression "the Directors" means the directors for the time being of the Company or (as the context shall require) any of them acting as the Board of directors of the Company and the word "Director" shall unless the context otherwise requires be construed accordingly but neither expression shall include any Special Director (as hereinafter defined) who shall not be deemed to be a director of the Company for any purpose whatsoever.
15. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as directors of the Company, namely:-
- 15.1 any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company; and
- 15.2 any other person approved by the Board of directors of the Controlling Company for so long only as such person is so approved.

The certificate of the Secretary or the Assistant Secretary (if any) of the Controlling Company as to whether or not any person (other than the person giving such certificate) is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph 15.2 of this Article.

16. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of, and to attend and speak at, all general meetings of the Company.
17. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 15 to be a Director and to remove any Director from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
18. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 15 to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
19. In addition and without prejudice to regulation 76 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
21. 21.1 The Directors may from time to time appoint any manager or other officer or person in the employment of the Company to be a Special Director of the Company
- 21.2 A Special Director shall not be required to hold any share qualification.
- 21.3 The appointment of a person to be a Special Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company whether as regards duties, remuneration, pension or otherwise and his office as a Special Director shall be vacated if he becomes of unsound mind or bankrupt or suspends payment or compounds with his creditors or has an order made against him under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976 or if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Special Director or in the event of his being removed from office by a resolution of the Directors.
- 21.4 The appointment, removal and remuneration of any Special Director shall be determined by the Directors with full power to make such arrangements as the Directors may think fit and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the Special Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Special Directors except with his or their knowledge and consent.
- 21.5 In calculating the number to form a quorum at any meeting of the Directors any Special Directors present shall not be counted. A Special Director shall not be entitled to vote nor (except when expressly invited by the Directors to attend) to receive notice of or to attend at any Board Meeting.

BORROWING POWERS

22. 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, subject to section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

23. A Director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising out of the same and may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered and if he

shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.

24. The Directors shall not be required to sign their names in a book kept for the purpose of recording attendances at meetings and regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be forthwith vacated:-
- 25.1 If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any agreement between him and the Company.
 - 25.2 If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - 25.3 If he becomes of unsound mind.
 - 25.4 If he is removed from office by a resolution duly passed under section 184 of the Act.
 - 25.5 If he is prohibited from being a director by any order made under section 188 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976.
 - 25.6 If he is removed from office under Article 17.
 - 25.7 If he ceases to be eligible under Article 15.

ROTATION OF DIRECTORS

26. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Table A shall not apply to the Company. Also in such regulation 97, the words "and without prejudice to the powers of the directors under regulation 95" shall be omitted.

PROCEEDINGS OF DIRECTORS

27. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company or his alternate.
28. A resolution in writing, signed by all the directors of the Company for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Directors.
29. 29.1 Any Director may at any time appoint another Director or any other person approved by the Directors to be his alternate director and may at any time terminate such appointment. Any such appointment or removal shall be by written notice, letter, telex message or other form of visible communication from the Director to the Company and shall be effective upon

delivery at the registered office of the Company or at a meeting of the Directors.

- 29.2 Any person appointed as an alternate director shall vacate his office as such alternate director if and when the Director by whom he has been appointed vacates his office as Director and upon the happening of any event which, if he were a Director, would cause him to vacate such office.
- 29.3 An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. To such extent as the Directors may from time to time determine in relation to any committees of the Directors, the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. If he is himself a Director, he shall be entitled in such circumstances as aforesaid to exercise the vote or votes of the Director or Directors for whom he is an alternate in addition to his own vote. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate director as such shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- 29.4 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive any remuneration from the Company in respect of his appointment as alternate director.

NOTICES

30. In regulation 131 of Table A, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

WINDING UP

31. In regulation 135 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

32. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including

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 or section 36 of the Companies Act 1980 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Act.