

## THE COMPANIES ACTS 1948 TO 1980

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

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

412

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block  
lettering\* Insert full  
name of company

For official use

Company number

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1854684/1
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Name of company

CITY OFFICE INTERIORS LIMITED

I, Robert Michael Gilbert  
of Wragge & Co., Bank House,  
8 Cherry Street,  
BIRMINGHAM B2 5JY

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976.

do solemnly and sincerely declare that I am a Solicitors of the Supreme Court  
engaged in the formation  
of City Office Interiors 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 Birmingham

Signature of Declarant

the 20<sup>th</sup> day of SeptemberOne thousand nine hundred and eighty four.

before me

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

or a Solicitor having the powers conferred on a Commissioner for Oaths

DAVID G. BARNETT &amp; CO.

SOLICITORS

39, CORPORATION STREET,

BIRMINGHAM, B2 4ET

Printed name, address and  
reference (if any):

For official use  
General section

Number of Company:

M&A/5.11

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1854684/3

of

CITY OFFICE INTERIORS LIMITED

1. The name of the Company is "City Office Interiors Limited".

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

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

- (1) (A) To carry on whether in the United Kingdom or elsewhere all or any of the business of buyers, sellers, retailers, wholesalers, manufacturers, maintainers, suppliers, dealers in, importers and exporters of office furniture, office equipment, partitioning, carpets, curtains, air conditioning, lifts, escalators, and furnishings of all kinds, interior designers, builders, decorators, electricians, shopfitters, carpet fitters, office fitters, french polishers, suppliers of computer hardware and software, office developers, property developers and to undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works of all kind and to manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, builders' and decorators' requisites of every description, cables, ropes, wires, electrical fittings, wireless broadcasting transmitters and receivers and apparatus and fittings, furnishings, furniture.



LL, ds L51  
002794

- (8) To carry on business as a Guarantee and Indemnity Company and as Bankers and Financiers, and to carry on and transact every kind of guarantee, counter-guarantee, indemnity and counter-indemnity business, banking and financial operations and in connection therewith (but without limiting the generality of the foregoing) (a) to finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of every description of any person firm or company including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or the holding company (both as defined by Section 154 of the Companies Act 1948) of the Company or another subsidiary of any such holding company; and (b) to effect any such guarantees and indemnities either by personal covenant or by mortgaging charging or otherwise creating security over all or any part of the undertaking, property and assets both present and future of the Company and its uncalled capital or by both such methods; and (c) to borrow money, negotiate loans, grant credit facilities and other accommodation, advance and lend money with or without security, and to discount and deal in bills of exchange and other negotiable instruments and securities of every description.
- (2) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the Company's business or which in their opinion will enhance the value of or render profitable any of the Company's property or assets
- (3) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, know-how, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property of any kind for the purposes of or in connection with the Company's business or any branch or department thereof
- (4) To construct any shops, offices, warehouses, workshops, factories or other buildings or structures, roads, railways, port or harbour installations, runways or landing strips, plant, machinery and equipment, and to execute and carry out civil engineering works of all kinds for the purposes of the Company's business

- (5) To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, inventions, brevets d'invention, licences, secret processes, trade marks, designs, copyrights, concessions, franchises, confidential information, know-how, computer systems and programs and any and all types of computerised data and information and to disclaim, alter, modify, use and turn to account, and to manufacture under or grant licences or privileges in respect of, the same and to expend money in research upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- (6) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society
- (7) To mortgage and charge the undertaking and all or any of the real or 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 with and subject to such rights, powers, privileges and conditions as may be thought fit, securities of every kind including debentures, debenture stock, loan stock and warrants to subscribe the same, whether or not convertible into any other security or share capital of the Company and whether or not secured by any form of charge on any assets of the Company and either permanent or redeemable or repayable, and collaterally or further to secure any such securities of the Company by a trust deed or other assurance
- (8) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (9) To receive money on deposit or loan upon such terms as the Company may approve
- (10) To make advances or give credit to customers and others having dealings with the Company either with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and such others as aforesaid

- (11) To give all kinds of guarantees and indemnities (either with or without the Company receiving any consideration or advantage or benefit, direct or indirect, for giving any such guarantee or indemnity) either 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 to secure the performance of the obligations and liabilities of any person, firm or company wherever constituted or resident (including but not limited to the payment of the capital or principal of the dividends or interest on any securities, debentures or loan stock of any such person, firm or company) and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company or subsidiary as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the company in business
- (12) To grant pensions, allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependents 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 or other benefits for any such persons as aforesaid and their dependants and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the Directors of the Company for the time being, benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme for the benefit of the Company or its directors or employees
- (13) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (14) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities (other than the shares of the Company or its holding company (if any)) and in such manner as may from time to time be decided
- (15) To pay either wholly or in part for any property or assets acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company

has power to issue and generally on such terms as the Company decides

- (16) To accept payment for any property or assets 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 other securities (which such company or corporation is empowered to issue) of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired
- (17) To enter into any partnership, joint-venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such person, firm or company
- (18) 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 will in any manner advance the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of, and to 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
- (19) To purchase or otherwise acquire and manage all or any part of the business, property, assets, liabilities or transactions of any person, firm or company carrying on any business which this Company is authorised to carry on
- (20) To sell, improve, manage, develop, turn to account, exchange, let or hire 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
- (21) To accept any securities which any company is empowered to issue in payment or part payment for services rendered or goods sold to or any debt owing from any such company

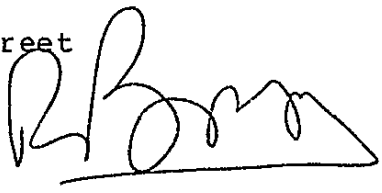

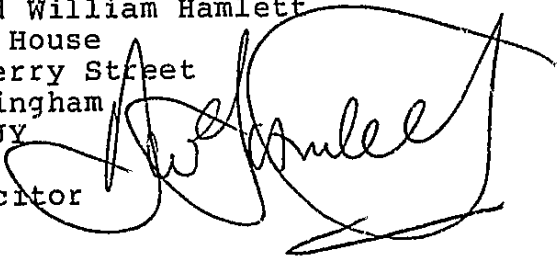
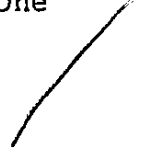
- (22) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (23) 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 shall be made except with the sanction (if any) for the time being required by law
- (24) To adopt such means of making known or advertising the business, products and services of the Company as may seem expedient
- (25) To procure the Company to be registered or recognised in any country or place outside the United Kingdom
- (26) To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise
- (27) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and that they shall not be limited or restricted by reference to or inference from any other such paragraph, 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 object of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>Robert Brown Bank House 8 Cherry Street Birmingham B2 5JY</p>  <p>Solicitor</p>	<p>One</p> 
<p>David William Hamlett Bank House 8 Cherry Street Birmingham B2 5JY</p>  <p>Solicitor</p>	<p>One</p> 

Dated this 20th day of September 1988

Witness to the above Signatures:-

1st Whitehouse  
Bank House  
Cherry Street  
Birmingham  
Secretary.



C O M P A N Y      L I M I T E D      B Y      S H A R E S

ARTICLES OF ASSOCIATION

of

CITY OFFICE INTERIORS LIMITED

1854684/4

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter referred to as "Table A"), other than Regulations 2, 3, 22, 24, 73A, 75, 79, 89 to 95 inclusive and 136 of Table A shall, subject to the modifications hereinafter expressed, apply to the Company and, together with the Articles hereinafter contained shall constitute the Regulations of the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly the provisions of Section 15 of the Companies Act 1980 shall apply to the Company.

SHARE CAPITAL

3. (A) The authorised share capital of the Company is £10,000 divided into 10,000 Shares of £1 each;
- (B) Subject to the provisions of Article 4, and in accordance with Section 14 of the Companies Act 1980, the Directors are hereby unconditionally authorised at any time or times during the period of 5 years from the date of incorporation:-
- (1) to allot relevant securities of the Company (as defined in the said Section) up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment; and
  - (2) to make at any time before the expiry of the foregoing authority any offer or agreement which would or might require relevant

securities to be allotted after the expiry of such authority.

provided that the authority hereby given may, subject to the said Section 14, be renewed, revoked or varied by the Company at any time during such period by Ordinary Resolution and unless so renewed, revoked or varied, such authority shall expire at the end of such period.

#### ALLOTMENT OF SHARES

4. Subject to the provisions of Regulation 4 of Table A, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the Resolution creating or issuing such shares and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription, all shares whether forming part of the existing or any increased capital shall be at the disposal of the Directors who may issue them, subject to Section 14 of the Companies Act 1980, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, sub-sections (1) (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to the Company.

5. Subject to the provisions of Part III of the Companies Act 1981, the Company may:

- (A) Issue shares upon terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the holder(s) of such shares; and
- (B) Purchase its own shares (including any redeemable shares); and
- (C) Make payment in respect of any such redemption or purchase otherwise than out of distributable profits or the proceeds of a fresh issue of shares.

#### LIEN

6. The lien conferred by Regulation 11 of Table A shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders and shall be a first and paramount lien for all moneys and liabilities whether presently due and payable or not.

#### CALLS

7. Regulation 15 of Table A shall be amended by deleting therefrom the words "exceed one fourth of the nominal value of the share or".

### TRANSFER OF SHARES

8. The instrument of transfer of any fully paid share shall be signed by or on behalf of the transferor only, but in the case of a partly paid share, the instrument of transfer shall also be signed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

9. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share whether or not it is a fully paid share and for the purposes of these Articles the expression "transfer" shall include the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares.

### GENERAL MEETINGS

10. Regulation 50 of Table A shall be amended by deleting therefrom the words "the Regulations of the Company" and by substituting therefor the words "Regulation 134 of these Regulations" and in addition, the Directors shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

11. Regulation 54 of Table A shall be read and construed as if there were added at the end thereof the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

12. At any General Meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the Meeting and sub-clauses (b) (c) and (d) of Regulation 58 of Table A shall be modified accordingly.

13. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A.

14. Subject to the provisions of the Companies Acts 1948 to 1981, a Resolution in writing signed by all the Members (or their respective attorneys duly authorised in writing or being Corporations, by their duly authorised representatives) for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such Resolution in writing may consist of one or more documents in like form each signed by one or more such members or their duly authorised attorneys or representatives as aforesaid.

## APPOINTMENT AND REMOVAL OF DIRECTORS

15. (A) The first Directors of the Company shall be the persons named as such in the Statement delivered to the Registrar of Companies pursuant to Section 21 of the Companies Act 1976.
- (B) Unless and until otherwise determined by Ordinary Resolution of the Company, there shall be no maximum number of Directors and the minimum number of Directors shall be (two)/(one. Where pursuant to these Articles or Table A, the minimum number of Directors is fixed at one, a sole Director shall have and exercise all the powers, duties and discretions conferred on or vested in the Directors by these Articles or by Table A, and Regulation 99 of Table A shall be modified accordingly.)
16. (A) The Directors shall not be required to retire by rotation.
- (B) 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 70 years or any other age. Accordingly, Section 185 of the Companies Act 1948 shall not apply to the Company and the words and figures "or 185" in sub-clause (a) of Regulation 88 of Table A shall be deleted.
- (C) Regulation 88 of Table A shall be amended by deleting the whole of sub-clause (d) thereof and by substituting therefor the following:-
- "(d) becomes incapable by reason of mental disorder, illness or injury of managing or administering his affairs".
17. (A) The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at all General Meetings of the Company ("the Majority Shareholder(s)") shall have power at any time and from time to time by notice in writing to the Company signed by or on behalf of the Majority Shareholder(s) left at or sent by registered or recorded delivery post to the Registered Office of the Company to appoint any person by be a Director of the Company but so that the total number of Directors shall not all any time exceed the number fixed in accordance with these Articles.
- (B) The Directors shall also have power at any time and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the

total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for re-election.

18. (A) In addition and without prejudice to the provisions of Section 184 of the Companies Act 1948 and Regulation 96 of Table A, the Majority Shareholder(s) shall have power at any time and from time to time by notice in writing to the Company and to the Director signed by or on behalf of the Majority Shareholder(s) and left at or sent by registered or recorded delivery post to the Registered Office of the Company, remove any Director before the expiration of his period of office. 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.
- (B) Regulation 97 of Table A shall be amended by deleting therefrom the second sentence thereof.

#### BORROWING POWERS

19. The Directors may exercise all the powers of the Company to borrow money and to give guarantees and indemnities without limit as to amount and upon such terms and in such manner as they think fit, 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 or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND PROCEEDINGS OF DIRECTORS

20. Regulation 78 of Table A shall be amended by inserting the words "in General Meeting" after the words "unless the Company".

21. Subject to the provisions of Section 199 of the Companies Act 1948 and Sections 48 and 60 of the Companies Act 1980, a Director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom and shall be counted in the quorum present at any Meeting at which any such contract or arrangement is proposed or considered and if he shall so vote, his vote shall be counted. Regulation 84 of Table A shall be modified accordingly.

22. The Directors shall not be required to sign their name in any book which may be kept for the purpose of recording attendance at Meetings and Regulation 86 of Table A shall be modified accordingly.

23. The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been Directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and Regulation 87 of Table A shall not apply to the Company.

24. For the purposes of Regulation 106 of Table A, a resolution in writing of the Directors may consist of one or more documents in like form each signed by one or more of such Directors and the said Regulation 106 shall be read and construed accordingly and shall also apply to any Resolution of a committee of Directors.

#### ALTERNATE DIRECTORS

25. (A) Each Director shall have the power (1) at any time to appoint as an alternate Director, either another Director or any other person approved for that purpose by a Resolution of the Directors and (2) at any time, to terminate such appointment.
- (B) The appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting.
- (C) Every appointment, removal or resignation of an alternate Director, shall be in writing signed by the appointor or (as the case may be) by the alternate Director and shall take effect (subject to any approval required under sub-clause (A) of this Article) upon receipt of such written appointment, removal or resignation at the Registered Office of the Company.
- (D) An alternate Director shall, (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all Meetings of the Directors or of any committee of the Directors of which his appointor is a member, and to attend and, in place of his appointor, vote as a Director and be counted for the purposes of a quorum at any such Meeting at which his appointor is not personally present and generally, in the absence of his appointor, to perform and exercise all the functions, powers and duties as a Director of his appointor and to receive notice of all General Meetings. An alternate

Director shall during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.

- (E) An alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director but, he shall not (unless the Directors otherwise resolve) in respect of his office of alternate Director be entitled to receive any remuneration from the Company. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.
- (F) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at Meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

#### SECRETARY

26. The first Secretary of the Company shall be the person named as such in the Statement delivered to the Registrar of Companies pursuant to Section 21 of the Companies Act 1976.

#### WINDING UP

27. 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

28. Every Director or other officer of the Company shall 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 Companies Act 1948 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 or in relation thereto PROVIDED THAT this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

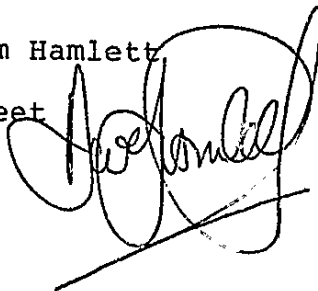
NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert Brown  
Bank House  
8 Cherry Street  
Birmingham  
B2 5JY



Solicitor

David William Hamlett  
Bank House  
8 Cherry Street  
Birmingham  
B2 5JY



Solicitor

Dated this 20th day of September 1984

Witness to the above Signatures:-

Mr Whitehouse  
Bank House  
Cherry Street  
Birmingham  
Secretary





Please do not  
write in this  
binding margin



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

\* delete if  
inappropriate

THE COMPANIES ACTS 1948 TO 1981

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

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

Form No. 1

1

To the Registrar of Companies

For official use

18546845

Name of Company

CITY OFFICE INTERIORS LIMITED

Limited

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

INTERIORS HOUSE, DOYLE DRIVE

COVENTRY.

CV6 6LJ

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

WRAGGE & CO., SOLICITORS,  
BANK HOUSE, 8 CHERRY STREET,  
BIRMINGHAM. B2 5JY

Number of continuation sheets attached (see note 1)

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

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(note 2) are as follows:

Please do not 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	ROBERT MICHAEL GILBERT	Business occupation	SOLICITOR
Previous name(s) (note 3)		Nationality	ENGLISH
Address (note 4)	WRAGGE & CO., SOLICITORS BANK HOUSE, 8 CHERRY STREET, BIRMINGHAM B2 5JY	Date of birth (where applicable) (note 6)	
Other directorships †	THE EDGBASTON CHURCH OF ENGLAND COLLEGE FOR GIRLS LIMITED, WELDING TECHNICAL SERVICES LTD., B & C WATER FITTINGS LTD., PLUMB HOLDINGS LTD., PRESENTHURST LTD.		
I hereby consent to act as director of the company named on page 1			
Signature	<i>R.M. Gilbert</i>	Date	19/9/84

Name (note 3)	STUART SPIRES	Business occupation	DIRECTOR
Previous name(s) (note 3)		Nationality	ENGLISH
Address (note 4)	18 WHITEHOUSE GREEN, SOLIHULL, WEST MIDLANDS	Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature	<i>Stuart Spires</i>	Date	19/9/84

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

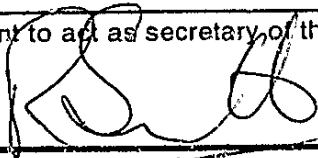
## R.M.G. DIRECTORSHIPS

[illegible]

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:


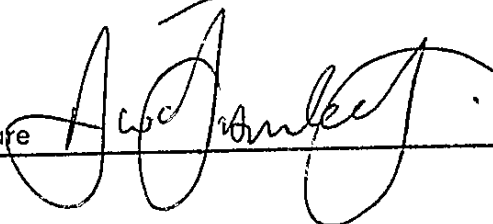
Name (notes 3 & 7)	ROY SMITH
Previous name(s) (note 3)	
Address (notes 4 & 7)	INTERIORS HOUSE, DOYLE DRIVE, COVENTRY. CV6 6LJ
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 19/9/84

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

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

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

Signature		[Subscriber] <del>[Agent]</del> †	Date 20/9/84
Signature		[Subscriber] <del>[Agent]</del> †	Date 20/9/84

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1854684

I hereby certify that

CITY OFFICE INTERIORS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

11TH OCTOBER 1984

*D. M. Wilkie*  
MRS. D. M. WILKIE

an authorised officer