

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

412

Please do not write in this binding margin



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

\*Insert full name of Company

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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] 2004999 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

Name of Company

AIR IDEAL (PLANNED SERVICE AND MAINTENANCE) Limited

I, BRIAN ENDACOTT  
of 63/67 Tabernacle Street  
London EC2A 4AH

†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 person named as Director/Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976

of AIR IDEAL (PLANNED SERVICE AND MAINTENANCE) 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 63/67 Tabernacle Street  
London EC2A 4AH

the 5th day of March

One thousand nine hundred and 86

before me [Signature]  
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

X

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

For official use  
General section

Post room

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

2004999

AIR IDEAL (PLANNED SERVICE AND MAINTENANCE) LIMITED

1. The name of the company is "Air Ideal (Planned Service and Maintenance) Limited".
2. The registered office of the company will be situate in England.
3. The objects for which the Company is established are:-

(a) To carry on all or any part of the business or businesses of the service and maintenance of all air container equipment or otherwise together with all accessories related thereto; as general, precision and mechanical engineers in all its branches and as designers and manufacturers of jigs, tools and other special machines and equipment for any purpose whatsoever, and as turners, fitters, welders and as engineers to the fluid, pneumatic, hydraulic, tribology, structural, heat treatment, gas, oil, chemical, electrical, electronic industries or otherwise; as consultants, advisers, designers and draughtsmen for all or any of the above and to embrace the specialisation of research, development, exploitation, expedition, inspection and co-ordination in all branches of the aforesaid and the engineering fabrication industries; as metal fabricators of all kinds and as metal and alloy makers, refiners and workers generally; and to undertake the processing and-or supervision of mechanical equipment and component parts of all kinds including all installations, maintenance and repairs, and to acquire, buy, sell or licence patents and licences, all as the Company sees fit.

(b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, contractors, trustees, appointees, lessors, lessors or otherwise either in the United Kingdom or elsewhere.

Gudae.  
1802

wf 50  
0013001



- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

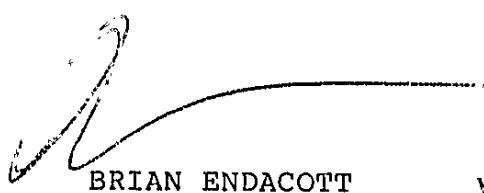

- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependents.
- (r) To distribute any property of the company in specie or in kind among the members of the company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

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

4. The liability of the members is limited.


5. The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Association may from time to time prescribe.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
 BRIAN ENDACOTT 63/67 Tabernacle Street London EC2A 4AH Executive	ONE
 ROBERT CONWAY 63/67 Tabernacle Street London EC2A 4AH Executive	ONE

DATED The 6th day of January 1986

WITNESS to the above signatures:—

  
MARLENE BATTERS  
63/67 Tabernacle Street  
London EC2A 4AH

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COMPANY LIMITED BY SHARES

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**Articles of Association**

OF

AIR IDEAL (PLANNED SERVICE AND MAINTENANCE) LIMITED

2004999

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, Clauses 3, 24, 64 and 99 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree 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.

SHARES

3. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own Shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

#### LIEN

9. 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 as a fixed time or called in respect of that Share and of 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 two or more joint holders or his estate and Clause 8 of Table A shall be modified accordingly.

#### GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, 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 Directors and to the Auditors for the time being of the Company.

11. If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved and Clause 41 in Table A shall not apply to the Company.

## TRANSFER OF SHARES

12. The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a Share whether or not it is a fully paid Share.

## DIRECTORS

13. The Shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required but they shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

14. There shall be at least one Director and unless otherwise determined by the Company in General Meeting there shall not be any other limitation as to the number of Directors and if at any time there shall be only one Director of the Company, he or she, may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

15. The first Director or Directors of the Company shall be the person or persons named in the statement under Section 10 of the Companies Act 1985.

16. The Directors may exercise all the powers of the Company to borrow money 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 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.

17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

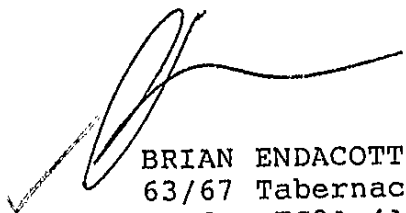
18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 94 of Table A shall be modified accordingly.



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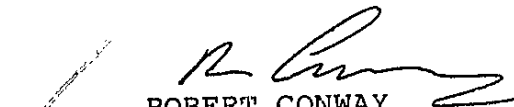
NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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BRIAN ENDACOTT  
63/67 Tabernacle Street  
London EC2A 4AH

Executive



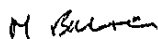
ROBERT CONWAY  
63/67 Tabernacle Street  
London EC2A 4AH

Executive

---

DATED      The 6th day of January 1986

WITNESS to the above signatures :--



MARLENE BATTERS  
63/67 Tabernacle Street  
London EC2A 4AH

Secretary

We certify that these Articles of Association have been printed by us by the Offset-Litho, and the stencil duplicating processes.

p.p.      Endac Company Services Limited

..... (Director)

The amendments and alterations to the Memorandum and Articles of Association have been made with the full knowledge and consent of the subscribers.

..... (Director)

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

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

B20 27/5/86

1

Please do not write in this binding margin

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

Delete if inappropriate

To the Registrar of Companies

For official use

2004999

Name of Company

AIR IDEAL (PLANNED SERVICE AND MAINTENANCE) Limited\*

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

63-67 Tabernacle Street  
London EC2A 4AH

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



ENDAC COMPANY SERVICES LIMITED  
63-67 Tabernacle Street  
London EC2A 4AH

Number of continuation sheets attached (see note 1)

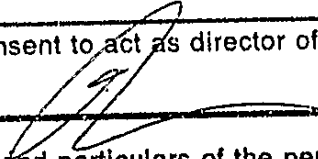


Presenter's name, address and reference (if any):

Reference:-

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:

Name (note 3) <b>BRIAN ENDACOTT</b>	Business occupation <b>Executive</b>
Previous name(s) (note 3) <b>None</b>	Nationality <b>British</b>
Address (note 4) <b>63-67 Tabernacle Street</b> <b>London EC2A 4AH</b>	Date of birth (where applicable) (note 6)
Other directorships † <b>None</b>	
I hereby consent to act as director of the company named on page 1	
Signature 	Date <b>5-3-86</b>

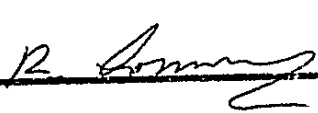
Please do not write in this binding margin



**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.

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) <b>ROBERT CONWAY</b>
Previous name(s) (note 3) <b>None</b>
Address (notes 4 & 7) <b>63-67 Tabernacle Street</b> <b>London EC2A 4AH</b>
I hereby consent to act as secretary of the company named on page 1
Signature 
Date <b>5-3-86</b>


**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.

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

Signature  [Subscriber] [Agent] \* Date **5-3-86**

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

\* delete as appropriate

Signature  [Subscriber] [Agent] \* Date **5-3-86**

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2004999

I hereby certify that

AIR IDEAL (PLANNED SERVICE AND MAINTENANCE)  
LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

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

27TH MARCH 1986

*D G Blackstock*

D. G. BLACKSTOCK

an authorised officer



Department of Trade and Industry  
**COMPANIES HOUSE**  
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 380054

AIR IDEAL (PLANNED SERVICE AND  
MAINTENANCE) LIMITED  
63-67 TABERNACLE STREET  
LONDON  
EC2A 4BA

Please address any reply to the Registrar  
quoting reference DEF6 2004999

Gazette Date 8 NOVEMBER 1988

**COMPANIES ACT 1985**

AIR IDEAL (PLANNED SERVICE AND  
MAINTENANCE) LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives  
NOTICE that at the expiration of three months from the date of this Notice the name of your  
company will, unless cause is shown to the contrary, be struck off the register and the company  
will be dissolved.

E L BEAL (Mrs)  
for Registrar

5436

**FILE COPY**

HD602

Number of }  
Company } 2004999

*The Companies Acts 1985*

COMPANY LIMITED BY SHARES

## Special Resolution

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

of ..... AIR IDEAL (PLANNED SERVICE AND MAINTENANCE).....

..... Limited

Passed the ..... 1st ..... day of ..... January ..... 19. 87.

At an Extraordinary General Meeting of the members of the above-named company

duly convened and held at ..... 63/67 Tabernacle Street.....

..... London.....

..... EC2A 4AH.....

on the ..... 1st ..... day of ..... January ..... 19. 87

the following SPECIAL RESOLUTION(S) was/were duly passed:-

IT WAS RESOLVED that no Auditors be appointed to the Company  
and that Section 384 of the Companies Act 1985 be excluded  
accordingly.

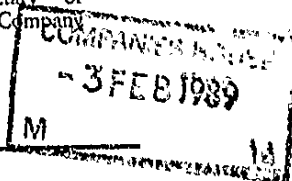
Signature .....



..... DINGLON.....

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company

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



Presented by: MOORGATE COMPANY SERVICES LIMITED  
63-67 Tabernacle Street, London EC2A 4AH

Number of }  
Company } 2004999

497  
1212



The Companies Acts 1985

COMPANY LIMITED BY SHARES

## Special Resolution

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

of .....

AIR IDEAL (PLANNED SERVICE AND MAINTENANCE) Limited

Passed the 30th day of January 1989

At an Extraordinary General Meeting of the members of the above-named company

duly convened and held at 63/67, Tabernacle Street

London EC2A 4AH

on the 30th day of January 1989

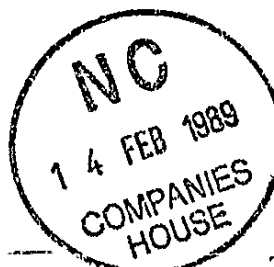
the following SPECIAL RESOLUTION(S) was/were duly passed:-

IT WAS RESOLVED that the name of the Company be changed to:-

A.C. ENVIRONMENTAL SERVICES LIMITED

Signature .....

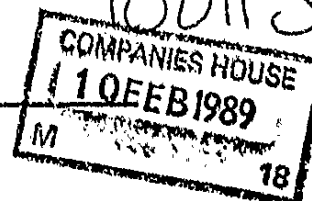
Director



To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resol<sup>n</sup>(s).

Presented by: MOORGATE COMPANY SERVICES LIMITED  
63-67 Tabernacle Street, London EC2A 4AH





**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2004999

I hereby certify that

**AIR IDEAL (PLANNED SERVICE AND MAINTENANCE)  
LIMITED**

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

**A.C. ENVIRONMENTAL SERVICES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 22 FEBRUARY 1989

  
M.H.S.C.R. WILLIAMS

an authorised officer

# COMPANIES HOUSE

If you need to contact us regarding  
this notice, please quote reference

THE DIRECTORS  
A.C. ENVIRONMENTAL SERVICES LIMITED  
63-67 TABERNACLE STREET  
LONDON  
EC2A 4BA

DEF6/ 02004999

Date: 26 JUNE 1990

## COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE  
that, unless cause is shown to the contrary,  
at the expiration of 3 months from the  
above date the name of

A.C. ENVIRONMENTAL SERVICES LIMITED

will be struck off the register and  
the company will be dissolved.

COMPANIES HOUSE  
CARDIFF  
CF4 3UZ

Tel: Cardiff (0222) 380071

1029

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Companies House is an executive agency within the Department of Trade and Industry

HD602

# DISSOLVED

02004999 A.C. ENVIRONMENTAL SERVICES LIMITED

This Company was struck off the Register under Section  
652(5) of the Companies Act 1985 on 9 OCTOBER 1990  
and dissolved by notice in the London Gazette dated 16 OCTOBER 1990



E L BEAL (Mrs)  
*for Registrar*

DEF 1 SENT	01/11/89
DEF 2 SENT	26/02/90
DEF 3 SENT	03/04/90
FIRST GAZ	26/06/90

551

HC001

2004999

CR49/0326/91

IN THE HIGH COURT OF JUSTICE

No 003294 of 1991

CHANCERY DIVISION

MR REGISTRAR BUCKLEY

IN THE MATTER OF A.C. ENVIRONMENTAL SERVICES LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE APPLICATION by Originating Summons dated the 21st March 1991 of the above named A.C. Environmental Services Limited (hereinafter called "the Company") and of Geoffrey George Chappell and Lorraine Joan Chappell both of Baysfield House Silfield Road Wymondham Norfolk NR18 9AZ members of the Company

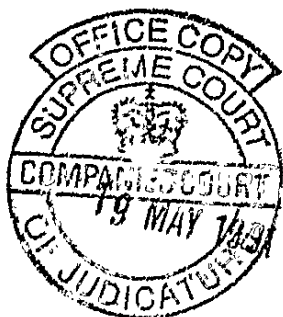


AND UPON HEARING the Solicitors for the Applicants and the Solicitor for the Registrar of Companies (the Respondent)

AND UPON READING the evidence

AND there being no opposition on behalf of Her Majesty to the relief sought by the said Originating Summons as appears from the Affidavit of Mark Lindsay Dygraves filed this day and the Exhibit thereto

AND the Applicant Geoffrey George Chappell by letter dated the 30th April 1991 undertaking as the sole director of the Company not to demand repayment of the loan made by him to the company shown in the company's accounts for the year ended 31st March 1990 and referred to as "Directors loan" in note 9 of the accounts until such time as the company has sufficient assets to make that repayment and remain solvent



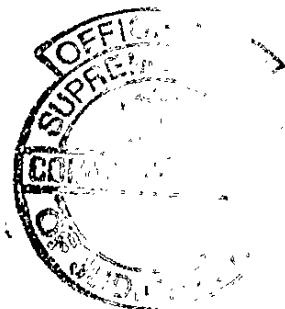
IT IS ORDERED that the name of the above named  
A.C.Environmental Services Limited be restored to the Register  
of Companies

AND IT IS ORDERED that an Office Copy of this Order be  
delivered to the Registrar of Companies And pursuant to the  
Companies Act 1985 the said A.C.Environmental Services Limited  
is thereupon to be deemed to have continued in existence as  
if its name had not been struck off

AND IT IS ORDERED that the Registrar of Companies do  
advertise Notice of this Order in his official name in the  
"London Gazette"

AND IT IS ORDERED that the Applicants the said  
A.C.Environmental Services Limited and Geoffrey George Chappell  
and Lorraine Joan Chappell do pay to the Registrar of Companies  
his costs of the said Application such costs agreed in the sum of  
£250

DATED THE 3RD MAY 1991



FA

IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
MR REGISTRAR BUCKLEY

RE: A.C. ENVIRONMENTAL SERVICES  
LIMITED

AND

RE: THE COMPANIES ACT 1985

RESTORED TO THE REGISTER

Order delivered for  
registration 28 May 1991

Notice published in  
the London Gazette of 7 June 1991

O R D E R  
restoring name to Register

*LUR 6500*

RESTORATION SECTION

Rm 201

Ext 2057

29 May 1991

DAYNES HILL & PERKS  
HOLLAND COURT  
NORWICH

REF: CL1/MLB/PC



Company No. 2004999

The Companies Act 1985

COMPANY FORMED BY SHARES

SPECIAL RESOLUTION  
(pursuant to S378 of the Companies Act 1985)

- O F -

A. C. Environmental Services Limited

Passed the 30th day of January 1989

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at 63/67 Tabernacle Street London EC2A 4AH

On the 30th day of January 1989 the following resolution(s) was/were duly passed:

It was resolved that the provisions of the Memorandum of Association of the Company with respect to its objects be altered by deleting clause 3(a) thereof and substituting therefor the new clause numbered 3(a) below.

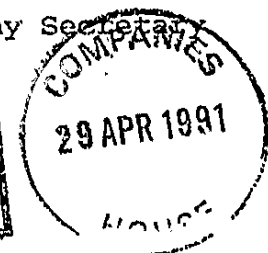
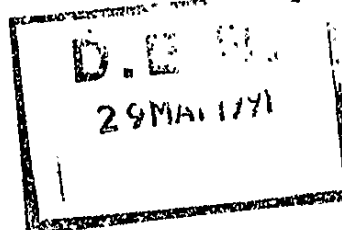
4 AC

"(A) to carry on all or any part of the business or businesses as a management, consultancy and advisory service to the building and civil engineering industries and to other organisations and the general public in the removal and safety of all harmful materials including asbestos in all its branches; as contractors and removers of the same using all safety methods now known or hereinafter devised, as designers, manufacturers, dealers and suppliers of all safety equipment related to the above and to embrace the specialisation of research, development, exploitation, expedition, inspection and co-ordination in all fields of the above; as builders, contractors and developers in all their services and as painters, plumbers, decorators, carpenters and joiners, shop fitters, bricklayers, plasterers, excavators, concreters, steel-fixers, pavior masons, roofers, asphalters, drainlayers, glaziers, tilers, flooring specialists, demolition contractors and otherwise, all as the Company sees fit"

Signed .....

*Lowaire Chappell*

Company Secretary



CL1/PNM/MB/LJW/636

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COMPANY LIMITED BY SHARES

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## Memorandum of Association

OF

A.C. ENVIRONMENTAL SERVICES LIMITED

(Name and Object Clause 3(a) were changed by Special Resolutions passed on the 30th January 1989).

1. The name of the Company is 'A.C.Environmental Services Limited'.
2. The Registered Office of the company will be situate in England.
3. The objects for which the Company is established are:-

(a) To carry on all or any part of the business or businesses as a management, consultancy and advisory service to the building and civil engineering industries and to other organisations and the general public in the removal and safety of all harmful materials including asbestos in all its branches; as contractors and removers of the same using all safety methods now known or hereinafter devised, as designers, manufacturers, dealers and suppliers of all safety equipment related to the above and to embrace the specialisation of research, development, exploitation, expedition, inspection and co-ordination in all fields of the above; as builders, contractors, and developers in all their services and as painters, plumbers, decorators, carpenters and joiners, shopfitters, bricklayers, plasterers, excavators, concreters, steel-fixers, pavior masons, roofers, asphalters, drainlayers, glaziers, tilers, flooring specialists, demolition contractors and otherwise, all as the Company sees fit.

(b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers and exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.



- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependents.
- (r) To distribute any property of the company in specie or in kind among the members of the company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
BRIAN ENDACOTT 63/67 Tabernacle Street London EC2A 4AH  Executive	ONE
ROBERT CONWAY 63/67 Tabernacle Street London EC2A 4AH  Executive	ONE

DATED     On this 6th Day of January 1986

WITNESS to the above signatures:—

MARLENE BATTERS  
63/67 Tabernacle Street  
London EC2A 4AH

Secretary

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COMPANY LIMITED BY SHARES

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**Articles of Association**

OF

A.C. ENVIRONMENTAL SERVICES LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, Clauses 3, 24, 64 and 99 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree 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.

SHARES

3. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own Shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

#### LIEN

9. 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 as a fixed time or called in respect of that Share and of 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 two or more joint holders or his estate and Clause 8 of Table A shall be modified accordingly.

#### GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, 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 Directors and to the Auditors for the time being of the Company.

11. If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved and Clause 41 in Table A shall not apply to the Company.

## TRANSFER OF SHARES

12. The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a Share whether or not it is a fully paid Share.

## DIRECTORS

13. The Shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required but they shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

14. There shall be at least one Director and unless otherwise determined by the Company in General Meeting there shall not be any other limitation as to the number of Directors and if at any time there shall be only one Director of the Company, he or she, may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

15. The first Director or Directors of the Company shall be the person or persons named in the statement under Section 10 of the Companies Act 1985.

16. The Directors may exercise all the powers of the Company to borrow money 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 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.

17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

18. A Director may vote as a Director 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 a quorum when any such contract or arrangement is under consideration and Clause 94 of Table A shall be modified accordingly.

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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BRIAN ENDACOTT  
63/67 Tabernacle Street  
London EC2A 4AH

Executive

ROBERT CONWAY  
63/67 Tabernacle Street  
London EC2A 4AH

Executive

---

DATED

On this 6th Day of January 1986

WITNESS to the above signatures :—

MARLENE BATTERS  
63/67 Tabernacle Street  
London EC2A 4AH

Secretary