

Statutory Declaration of compliance with requirements on application for registration of a company.

12

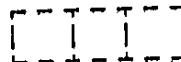
Please do not
write in
this margin

Pursuant to section 23(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use



5244-2717

Name of Company

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

* Insert full name
of company

* CERES LIMITED

I, Robert Stephen Kelford
of Temple House 20, Holywell Row, London EC2A 4JB

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the~~
~~formation of the company~~ † ~~person named as director or secretary of the~~
company in the statement delivered to the registrar under section 10(2) †
and that all the requirements of the above Act in respect of the registration
of the above company and of matters precedent and incidental to it have
been complied with,

† delete as
appropriate

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 130 High Street,
Hornchurch,
Essex RM12 4UH

Declarant to sign below

the 3rd day of Nov.
One thousand nine hundred and eighty-nine
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.~~

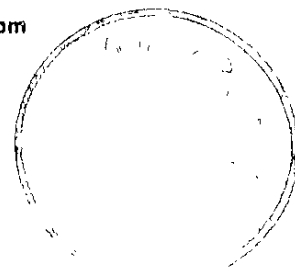
Presentor's name address and
reference (if any):

CHETTLBURGH'S LIMITED
Temple House,
20, Holywell Row,
London EC2A 4JB

Tel: (01) 377-0381

For Official use
General Section

Post room



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

10

F7 18

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For Official use

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

Name of company

* insert full name
of company

* CERES LIMITED

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

Ashwood Dale,	
Bakewell Road,	
Buxton,	
	Postcode SK17 9TA.

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

CHETTLEBURGH'S LIMITED	
Temple House,	
20, Holywell Row,	
London	Postcode EC2A 4JB

Number of continuation sheets attached (see note 1)



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

CHETTLEBURGH'S LIMITED
Temple House,
20, Holywell Row,
London EC2A 4JB

Tel: (01) 377-0381

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 margin

Name (note 3)	John CLARKE	Business occupation	Industrial Painter
Previous name(s) (note 3)		Nationality	British
Address (note 4)	19 Wishington Way, Matlock, Derbyshire, Postcode DE4 5LU.	Date of birth (where applicable) (note 6)	
Other directorships †			
MAINTENANCE PAINTING SYSTEMS LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 3-11-89	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

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

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

Please do not
write in
this margin

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)		Robert Stephen Kelford	
Previous name(s) (note 3)		N/A	
Address (notes 4 & 7)		Temple House,	
		20, Holywell Row,	
		London	
		Postcode	EC2A 4JB
I consent to act as secretary of the company named on page 1			
Signature		Date 3-11-1989	

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

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	
Date 3-11-1989	

delete if the form is
signed by an agent on
behalf of the
subscribers.

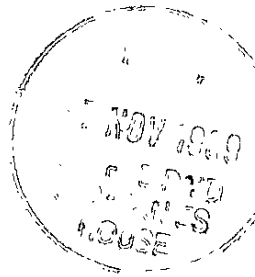
All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of

CERES LIMITED



1. The name of the Company is:- CERES LIMITED
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are :-

02442717

(a) To carry on business as builders, bricklayers, stonemasons, cladding contractors, carpenters, joiners, plumbers, heating engineers, electricians, plasterers, glaziers, double glazing contractors, tilers, painters, decorators, paper hangers, roofing and flooring contractors, damp course and insulation contractors, dealers in and installers of sprinklers and fire precautionary and security equipment; specialists in the prevention of dry and wet rot and the eradication of insect pests, ventilation and air conditioning contractors, shopfitters and building tradesmen of all kinds and contractors for the initial design, building, construction, repair, extension, improvement, cleansing, refurbishing, equipping and fitting out of buildings of all types and to act as general property developers and property dealers acquiring freehold and leasehold properties, undertaking modernisation and conversion works thereto and to sell such properties to the profit of the Company or let out the same on tenancy or lease with a view to receiving the income therefrom.

(b) To carry on business as site agents and surveyors, building designers and consultants, demolition contractors, excavation and earthwork contractors, landscape architects and designers, gardening contractors, public works and civil engineering contractors, mechanical and general engineers, scaffolding contractors, structural steel specialists, platers and welders, plant hirers, sand and gravel dealers and suppliers of ready-mixed concrete, builders merchants, glass merchants, timber merchants, road menders and makers and general dealers and contractors.

(c) To carry on business as haulage contractors, garage proprietors, driving instructors, coach and taxi proprietors, car hire operators, body builders, panel beaters, welders and accident repair specialists, hotel, motel and restaurant proprietors; proprietors of launderettes and dry cleaners, estate agents, insurance brokers, mortgage brokers, financiers, accommodation, theatre and travel agents and designers, manufacturers, distributors, wholesalers, mail order dealers and retailers in all products for personal, domestic, commercial or industrial use.

CHETLEBURGH'S LIMITED
TEMPLE HOUSE
20 HOLYWELL ROW,
LONDON EC2A 4JB
TEL. 01-377 0381

MB 11470
P30 108268

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.
- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person,

persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.

- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, 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 whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

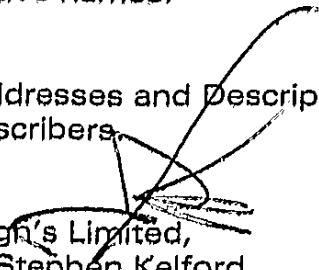
It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

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

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

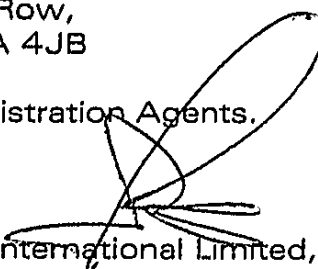
Names, Addresses and Descriptions
of the Subscribers.

Number of Shares taken
by each Subscriber


Chettleburgh's Limited,
by Robert Stephen Kelford,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London, EC2A 4JB

One

Company Registration Agents.


Chettleburgh International Limited,
by Robert Stephen Kelford,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London, EC2A 4JB

One

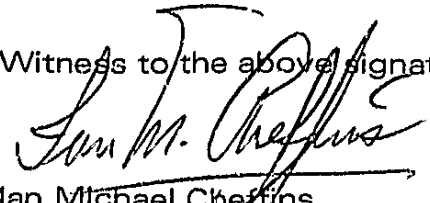
Company Registration Agents.

Total Shares Taken

Two

Dated this 1st day of November, 1989

Witness to the above signatures:-


Ian Michael Cheffins,
Temple House,
20, Holywell Row,
London, EC2A 4JB

Company Registration Agent

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of

CERES LIMITED

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985, Accordingly the Company 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 the shares or debentures being offered for sale to the public.
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table 'A' shall not apply to this Company videlicet: - 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78, the second and third sentences of Regulation 79 and Regulations 81, 94 and 95.

CAPITAL.

4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
5. (a). Sections 89(1), section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.

(b). Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised

share capital with which the Company is incorporated 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 number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

6. Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
7. Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN.

8. The lien conferred by Regulation 8 of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES.

9. A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price

fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS.

11. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally and Regulations 89 and 90 shall be modified accordingly. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. A Director need not hold shares in the Company and no Director shall be subject to retirement by rotation.
12. The Company shall not be subject to section 293 of the Act and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
13. In the case of an equality of votes at any Directors Meeting the Chairman of the Company shall not have a second or casting

vote and Article 88 of Table 'A' shall be modified accordingly.

14. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY.

15. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

16. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS.

17. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY.

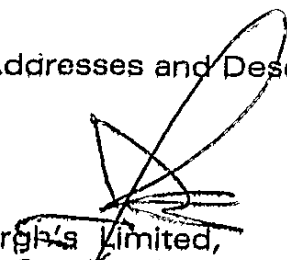
18. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

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

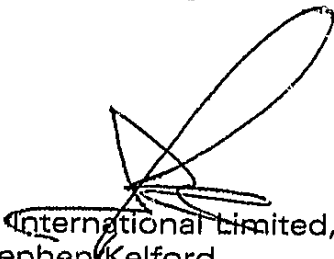
- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 291 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 295 to 300 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Act.

Names, Addresses and Descriptions of the Subscribers.



Chettleburgh's Limited,
by Robert Stephen Kelford,
a duly authorised Officer,
Temple House,
20, Holywell Row
London, EC2A 4JB

Company Registration Agents.

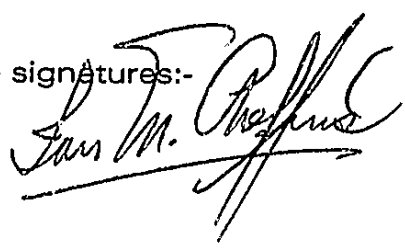


Chettleburgh International Limited,
by Robert Stephen Kelford,
a duly authorised Officer,
Temple House,
20, Holywell Row
London, EC2A 4JB

Company Registration Agents.

Dated this 1st day of November, 1989

Witness to the above signatures:-



Ian Michael Cheffins,
Temple House,
20, Holywell Row,
London, EC2A 4JB

Company Registration Agent

FILE COPY



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

No. 2442717

I hereby certify that

CERES 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 14 NOVEMBER 1989

F. A. Joseph.

F. A. JOSEPH
an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please print or
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

2443717

Name of company

CERES LIMITED

† Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples*

Day Month

3	1	6	3
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Delete as
appropriate

Signed

(Director) (Secretary) † Date 23-11-89

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

Boardman Wozlrich
Century House, Ashley Road
Hale, Altrincham
Cheshire WA15 9TG

For official Use
General Section

Post room

COMPANIES HOUSE	
25 NOV 1989	
M	43