

COMPANY NUMBER: 2533127

I. M. Grene  
23/7/96

Frost Widdall  
23/7/96

**THE COMPANIES ACT 1985**

**A PRIVATE COMPANY LIMITED BY SHARES**

**THE AMENDED MEMORANDUM &**

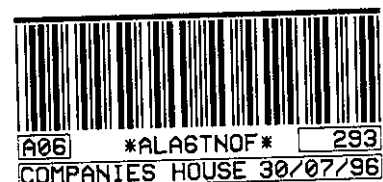
**THE NEW ARTICLES OF ASSOCIATION OF:**

**WIVENHOE BUILDING MANAGEMENT SERVICES LIMITED**

**Incorporated the 21st day of August 1990**

**Birkett Long  
Essex House  
42 Crouch Street  
Colchester  
Essex CO3 3HH**

(Ref: wd/st/memofass7)



**THE COMPANIES ACT 1985**

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**A PRIVATE COMPANY LIMITED BY SHARES**

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**THE AMENDED**

**MEMORANDUM OF ASSOCIATION**

**OF**

**WIVENHOE BUILDING MANAGEMENT SERVICES LIMITED\***

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1. The Company's name is "**WIVENHOE BUILDING MANAGEMENT SERVICES LIMITED**"\*
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
  - (A) (i) To carry on the business of building maintenance and to construct, alter, maintain and/or improve any buildings, plant and machinery whatsoever and to carry out any works required in connection with the same.
  - (ii) To carry on business as purchasers, suppliers, repairers, refurbishers, installers, maintenance and leasing contractors of and dealers in hydraulic, electrical and mechanical elevating plant and ancillary equipment for the transport of goods and persons in domestic, commercial, industrial and educational premises.
  - (iii) To carry on business as purchasers, suppliers, repairers, refurbishers, installers, maintenance and leasing contractors of and dealers in plant and equipment for the production, distribution, exchange of heat, the supply of heat in and to domestic commercial industrial and educational premises, and the disposal of waste products arising therefrom or ancillary thereto.
  - (iv) To provide research, development, technical, consultancy and other services relating to the indoor environment and particularly the economic achievement and maintenance of required levels of illumination, temperature, humidity and ventilation in commercial, industrial, educational and domestic premises.

\* Changed by a Written Resolution of the Company dated 20th March 1991

- (v) To carry on the business of recruitment agent, advertising agent, to provide word processing, secretarial, transport, telephone, telex, facsimile transmission, advertising, printing, copying, typing, administration and office services and all such services and facilities as may from time to time be required in connection with the business of the Company.
- (vi) To supply any other services which are in any way connected or ancillary to the businesses of the Company. \*\*\*
- (B) To carry on the business of a general commercial company and any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.\*\*\*
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and take options over any property whatsoever and rights or privileges of any kind over or in respect of any property.
- (D) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions 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 experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (F) 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, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. 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.

\*\* Altered by a Written Resolution of the Company dated 9th April 1991

\*\*\* Amended by Special Resolution of the Company dated 23 July 1996

- (G) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee 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, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.
- (H) 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 and in such manner as may from time to time be determined.
- (I) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (J) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights for the time being of the Company for such consideration as the Company may think fit.
- (K) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares debentures, or securities of any company purchasing the same.
- (L) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

- (M) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (N) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payment by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (O) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (P) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (Q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (R) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of share or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and

dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (U) 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 be made except with the sanction (if any) for the time being required by law.
- (V) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.
- (W) To purchase and maintain a policy or policies of insurance to cover any potential liability of the officers of the Company or any other person employed by the Company (as auditor or in any other capacity) which may attach to such person or persons by reason of any of their acts or omissions performed in relation to the Company.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Y) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

- (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985 as amended by the Companies Act 1989, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any further statutory modification or re-enactment of that provision for the time being in force.
- 4. The liability of the Members is limited.
- 5. The Company's share capital is £50,000 divided into 50,000 shares of £1 each\*

\* Increased from £100 divided into 100 shares of £1 each by a Written Resolution of the Company dated 27th March 1991.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

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NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
PHILIP WILLIAM GEORGE ESSEX HOUSE 42 CROUCH STREET COLCHESTER ESSEX CO3 3HH	1
JOAN ANNETTE WHYBROW ESSEX HOUSE 42 CROUCH STREET COLCHESTER ESSEX CO3 3HH	1

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Dated the 9th day of August 1990.

Witness to the above Signatures:-

MARK JAMES RUTHERFORD (ARTICLED CLERK)  
ESSEX HOUSE  
42 CROUCH STREET  
COLCHESTER  
ESSEX CO3 3HH