



COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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--

Name of company

* BRUSHCROFT

* insert full
name of Company

I, B. Olsberg
of 22 New Hall Avenue, Salford, M7 0JX

† delete as
appropriate

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,
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 Manchester
in the County of Greater Manchester

Declarant to sign below

the 18th day of June
One thousand nine hundred and ninety one
before me

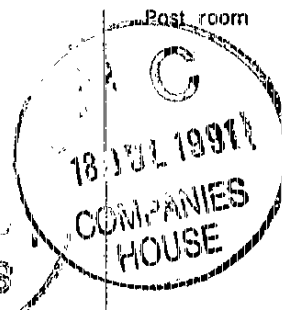
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

For official Use
New Companies Section

Post room

COMPANIES
HOUSE





COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

☐ CN 2633994

For official use

☒ L

☒ B RUSHCROFT LIMITED

Registered office of the company on
incorporation.

☐ RO C/O B. Olsberg & Co.,

31, King Street West,

Post town Manchester,

County/Region Lancs.,

Postcode M3 2PF

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name

☐ RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

C/O, B. Olsberg & Co.,

31, King Street West,

Manchester,

Postcode M3 2PF

Telephone 061-834-1407

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS Mr.
Bernard
Olsberg

AD 22, New Hall Avenue,

Post town Salford
County/Region Lancs.,
Postcode M7 OJX Country England

I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

CD Mrs.
Rachel Hannah
Olsberg

AD 22, New Hall Avenue,

Post town Salford
County/Region Lancs.
Postcode M7 OJX Country England
DO 2 8 0 2 4 8 Nationality **NA** British
OC Estate Agency
OD Elderlene Ltd.

I consent to act as director of the company named on page 1

Signed

Date

* Voluntary details

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD****AD**

Post town

County/Region

Postcode

Country

DD

Nationality

NA**OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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

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

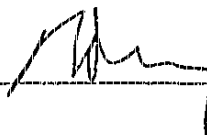
Signed

A. H. O'Dell

Date

18 Jun 91

Signed



Date

18 Jun 91

Signed

Date

Signed

Date

Signed

Date

Signed

Date

COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

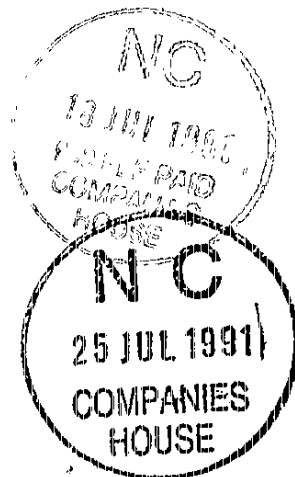
Memorandum of Association

OF

BRUSHCROFT LIMITED

1. The Company's name is BRUSHCROFT 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, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehouseman, storage contractors, shipping and forwarding agents; dealers in property and estates, property developers, property managers; estate agents, insurance agents and brokers, accountants, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths, motor engineers; garage proprietors; car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers; fishmongers and poultry merchants, farmers; florists, horticulturists; bakers; confectioners, tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers; market research specialists, business advisers, mail order specialists; dyers and cleaners, dry cleaners, proprietors of laundrettes; excavation and demolition contractors; provision of security services plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.



2633994

msf200p6

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or 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 (whether perpetual or not) 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.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring and exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the under-taking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.

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

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To 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 any business, which this Company is authorised to carry on or possessed of property suitable to the purpose 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 business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

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

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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

Name, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber (In words)
B. OLSBERG 31 King Street West Manchester M3 2PF Chartered Accountant	One
<i>R.H. Olsberg</i> R. H. OLSBERG 31 King Street West Manchester M3 2PF Estate Agent	One

DATED the 18th June 1991.

WITNESS to the above Signatures:-

M. O'Brien,
26, Ashdene Road,
Withington,
Manchester.

M. O'Brien

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

BRUSHCROFT LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 60, 61, 64, 73, 74, 75, 81(e), 89, 94, 95, 96, 97, and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

3. The Company is a private company limited by shares, within the meaning of the Act.

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

5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this article.

6. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the company 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 the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, 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.

APPOINTMENT OF DIRECTORS

7. The first director or directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

8. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.

9. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no director shall be liable to vacate office by reason only of his having attained that age or any other age.

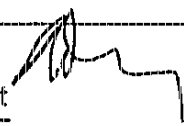
PROCEEDINGS OF DIRECTORS

10. 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.

11. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

SECRETARY

12. The first secretary of secretaries of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

Names, Addresses and Descriptions of Subscribers	
B. OLSBERG 31 King Street West Manchester M3 2PF Chartered Accountant	
<i>R. H. Olsberg</i> R. H. OLSBERG 31 King Street West Manchester M3 2PF Estate Agent	

DATED the 18th June 1991.

WITNESS to the above Signatures:-

M. O'Brien, *M. O'Brien*
26, Ashdene Road,
Withington,
Manchester.

FILE COPY



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

No. 2633994

I hereby certify that

BRUSHCROFT 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 31 JULY 1991


M. ROSE

an authorised officer

G

COMPANIES FORM No. 224

224**Notice of accounting reference date**
(to be delivered within 9 months of
incorporation)Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2633944

Name of company

* Stan Enterprises Limited

* Insert full name
of companygives 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 0 1 1

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

W. M. M. M. M.

Designation†

Date

Presentor's name address
telephone number and reference (if any):For official use
D.E.B.

Post room

COMPANIES HOUSE

24 MAR 1992

M

03

dti

2633994

Haffner Hoff & Co;
3rd Floor,
Manchester House,
86 Princess Street,
Manchester, M1 6NP.

Companies Division

Companies Administration
Companies House
Crown Way
Cardiff
CF4 3UZ

Switchboard
0222 388588

Please quote our reference when replying

Direct line 0222 380 138

Our ref E4929/93/PJB

Your ref

Date 18th May 1993

Dear Sir,

SECTION 244(5) OF THE COMPANIES ACT 1985 AS INSERTED BY SECTION
11 OF THE COMPANIES ACT 1989

STAN ENTERPRISES LIMITED

Thank you for your letter of 6th May 1993.

I am pleased to inform you that the Secretary of State, in
exercise of his powers under Section 244(5) of the Companies Act
1985, extends by three months, the period allowed for laying and
delivering the accounts of the above named company in respect of
the accounting reference period ending 30th November 1992.

The date on which the period will now end is, therefore, 31st
August 1993, but I must emphasise that late filing penalties and
normal default action will apply if the accounts are not filed by
this date.

Please note, for future years you are required to file a form
G244 "Notice of claim to extension of period allowed for laying
and delivering accounts---oversea business or interests", (form
attached). This form should be filed with us before the delivery
date for filing of your accounts has expired.

Yours faithfully,



P.J. Bowles
On behalf of the Secretary of State
for Trade and Industry

G

COMPANIES FORM No. 244

**Notice of claim to extension of
period allowed for laying and
delivering accounts -- overseas
business or interests**

244

Please do not
write in this
margin

Pursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989



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

To the Registrar of Companies
(Address overleaf)

Company number

2633994

Name of company

STAW ENTERPRISES

Print full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as
appropriate

Day Month Year

30 11 1992

‡ Insert
Director
Secretary
Administrator
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

W. M. M. M. M.

Designation‡

DIRECTOR

Date

27/8/93

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0:5:0:4:1:9:8:5

Presenter's name address
telephone number and reference (if any)

For official use
D.E.B.

Post room

G

COMPANIES FORM No. 244

**Notice of claim to extension of
period allowed for laying and
delivering accounts --- oversea
business or interests****244**Please do not
write in this
marginPursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

263394

* insert full name
of company

Name of company

* STAN ENTERPRISES LIMITED

† delete as
appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3 0 1 1 1 9 9 3

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation‡

DIRECTOR

Date 26. 8. 1994

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presenter's name address
telephone number and reference (if any):For official use
D.E.B.

Post room

