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Incorporation Services Ltd.

THE COMPANIES ACTS 1985-89
COMPANY LIMITED BY SHARES
SPECIAL AND ORDINARY RESOLUTIONS
OF
A & A WINDOW COMPONENTS LIMITED
(Company Number 2722810)

Passed on (date) 30 April 2007

At an extraordinary general meeting of the above-named company, duly

convened and held at (address) Westwaters, Oakmere

Belmont Business Park, Durham DH1 1TW

on (date) 30 April 2007

the following resolutions were duly passed

SPECIAL RESOLUTIONS

(1) THAT the articles of association of the company be altered by deleting all the existing articles and by substituting therefor the new articles contained in the document attached hereto

ORDINARY RESOLUTIONS

(2) That the authorised share capital of the company be increased from £2,500 to £3,500 by the creation of 1,000 new 'D' shares of £1 00 each carrying such rights as are set out in the articles of association adopted on this date

(3) That the directors are hereby generally and unconditionally authorised to exercise all or any powers of the company to allot and grant rights to subscribe for any shares in the company, and to convert securities into shares in the company, up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the company at the date of the passing of this resolution provided that the authority hereby given shall expire five years after the date of the passing of this resolution

Signed

 16.07

Director/Secretary

(To be registered with form G123)

MONDAY



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"AHK1BRV9"
06/08/2007
COMPANIES HOUSE

465

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

A & A WINDOW COMPONENTS LIMITED

(As adopted by a Special Resolution passed on 30th. April 2007)

INTERPRETATION

In these regulations -

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052)

Unless the context requires otherwise, words or expressions in these regulations have the same meaning as in Table A

PRELIMINARY

1 The regulations in Table A apply to the company except in so far as they are excluded or varied by these articles

SHARE CAPITAL

2 (a) The share capital of the company is £3,500 divided into 1,000 'A' of £1 each, 500 'B' shares of £1 each, 1,000 'C' shares of £1 each and 1,000 'D' redeemable shares of £1 each

(b) The holders of the 'B' shares, the 'C' shares and the 'D' redeemable shares shall not be entitled by reason of their holding such shares to receive notice of, attend or vote at any general meeting of the company

(c) On a winding up or other repayment of capital, the assets of the company (including capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the company and the costs of winding up shall be applied in the following order of priority

(i) in repayment of the capital paid up or credited as paid up on the 'A' shares (including any premium),

(ii) in repayment of the capital paid up or credited as paid up on the 'B' shares (including any premium),

(iii) in repayment of the capital paid up or credited as paid up on the 'C' shares (including any premium),

(iii) in repayment of the capital paid up or credited as paid up on the 'D' redeemable shares (including any premium),

and the residue (if any) shall be divided among the holders of the 'A' shares only in proportion to the nominal amount paid up or credited as paid up on such shares

(d) Subject to the provisions of the Act, the directors may, in their absolute discretion, declare dividends on any class of shares and when so determining may determine that one or more classes of shares may receive a dividend and others not and may otherwise vary the dividend payable between the different classes

(e) Subject to the provisions of the Act, the Company may at any time redeem the whole or any part of the 'D' redeemable shares upon giving to those shareholders whose shares are to be redeemed not less than one month's notice in writing. The Company shall not be entitled to redeem any share unless it is a fully paid share

(f) The notice of redemption shall specify the shares to be redeemed, the date of redemption and the place at which the certificates for such shares are to be redeemed. Upon such surrender the Company shall pay to the shareholder the amount due upon redemption. If any certificate so surrendered to the Company shall include any shares not then to be redeemed, a fresh certificate for those shares shall be issued without charge

TRANSFER OF SHARES

3 (a) 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, and the first sentence of Article 24 of Table A shall not apply to the company

(b) In the event that the number of members of the company shall fall to one there shall on the occurrence of that event be entered in the company's register with the name and address of the sole member a statement that the company has only one member and the date on which the company became a company having only one member

(c) If the membership of the company shall increase from one member to two or more members there shall on the occurrence of that event be entered in the company's register of members, with the name and address of the person who was formerly the sole member, a statement that the company has ceased to have only one member together with the date on which that event occurred

LIEN ON SHARES

4 The lien conferred by Article 8 of Table A shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company (whether that person is the full registered holder of those shares or one of two or more joint holders) for all sums presently payable by him or his estate to the company

NON-PAYMENT OF CALLS

5 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Article 18 of Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment"

NOTICES OF GENERAL MEETINGS

6 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act 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 of the company

QUORUM

7 (a) If a quorum is not present within half an hour from the time appointed for the start of a general meeting the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other 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 for its start, such adjourned general meeting shall be dissolved

(b) Article 41 of Table A shall not apply to the company

(c) At any time when the company has only one member that member present in person or by proxy shall constitute a quorum and article 40 of Table A shall be modified accordingly

DECISIONS OF A SOLE MEMBER

8 (a) At any time when the company has only one member any decision which may be taken by the company in general meeting may be made by the sole member of the company and shall be as valid as if agreed by the company in general meeting

(b) If the sole member of the company shall take any such decision as is referred to in paragraph (a) then that member shall (unless that decision is taken by way of a written resolution) provide the company with a written record of that decision

(c) Failure to comply with paragraph (b) above shall not affect the validity of any decision referred to in that paragraph and no person dealing with the company shall be concerned to inquire whether any such record as is referred to in paragraph (b) above shall have been provided

DEATH OF SOLE MEMBER

9 (a) In the event that the death should occur of the sole member of the company who is also the sole director of the company, any person who becomes entitled to all the shares then in issue in the company in accordance with Article 30 of Table A shall be entitled to exercise all the rights of a sole member of the company, whether or not he shall be registered as a holder of the said shares

(b) In the event that the death should occur of the sole member of the company who is also the sole director of the company, any two or more persons who together become entitled to all the shares then in issue in the company in accordance with Article 30 of Table A shall be entitled to exercise all the rights to which they would be entitled as holders of the said shares (including the rights to attend at vote at any meeting of the company) whether or not they shall be registered as a holder of the said shares

(c) Any person who becomes entitled to any share in the company in such circumstances as are described in Article 9(b) hereof shall be entitled to call an Extraordinary General Meeting of the company, giving such notice as is required by the Act or these regulations

NUMBER OF DIRECTORS

10 (a) Article 64 of Table A shall not apply to the company

(b) The maximum number and the minimum number of directors may be determined from time to time by Ordinary Resolution in general meeting of the company. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally, and Article 89 of Table A (which relates to the quorum at board meetings) is modified accordingly.

APPOINTMENT OF DIRECTORS

11 (a) No person shall be appointed a director at any general meeting unless either -

(i) he is recommended by the directors, or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(b) Subject to paragraph (a) above, the company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

(c) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 8 as the maximum number of directors and for the time being in force.

RETIREMENT OF DIRECTORS

12 The directors shall not be required to retire by rotation and Articles 73 to 80 (inclusive) of Table A shall be modified accordingly.

DIRECTORS' BORROWING POWERS

13 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, subject (in the case of any security convertible into shares) to section 80 of the Act, to grant any mortgage, charge or standard security over the company's 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.

ALTERNATE DIRECTORS

14 (a) An alternate director shall not be entitled as such to receive any remuneration from the company, except that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of Article 66 of Table A shall be modified accordingly.

(b) A director, or any such other person as is mentioned in Article 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

GRATUITIES AND PENSIONS

15 (a) The directors may exercise the powers of the company conferred by Clause 3 (c) (ix) of the Memorandum of Association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

(b) Article 87 of Table A shall not apply to the company

DIRECTORS' INTERESTS IN TRANSACTIONS

16 (a) At any meeting of the directors (or of any Committee of the directors) a director may vote on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest. If he does vote on any such resolution, his vote shall be counted. Such a director shall be counted as part of the quorum present at the meeting (and in relation to such a resolution) whether or not the director votes on the resolution

(b) Articles 94 to 97 (inclusive) of Table A shall not apply to the company

(c) If at any time when the company has only one member it shall enter into a contract with that member (other than a contract entered into in the ordinary course of the company's business) at a time when the sole member is also a director of the company, the terms of that contract shall, unless the contract is in writing, be set out in a written memorandum or recorded in the minutes of the first meeting of the directors of the company following the making of the contract

(d) Failure to comply with paragraph (c) above shall not affect the validity of any contract referred to in that paragraph, and no person dealing with the company shall be concerned to inquire as to whether any provision of that paragraph has been complied with

COMPANY SEAL

17 (a) If the company has a seal it shall be used only with the authority of the directors or of a Committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director. The obligation under Article 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Article 101 of Table A shall not apply to the company

(b) The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and those powers shall be vested in the directors

INDEMNITY

18 (a) Every director, or other officer or Auditor of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other

officer shall be liable for any loss, damage or misfortune which may happen to to be incurred by the company in the execution of the duties of his office or in relation thereto But this Article shall have effect only in so far as its provisions are not avoided by section 310 of the Act

(b) The directors may purchase and maintain for any director, officer or auditor of the company, insurance against any such liability as is referred to in section 310(1) of the Act

(c) Article 118 of Table A shall not apply to the company