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THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION OF
KITCHEN CONSULTANTS LIMITED**

1. The Company's name is Kitchen Consultants Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The objects for which the Company is established are

(A) To carry on business as consultants and advisers into all aspects of kitchen design and as interior designers of residential and commercial properties of all kinds; to offer an installation service and accordingly to carry on business as builders, contractors, glaziers, joiners, plasterers, plumbers, carpenters, shopfitters, electrical, heating, sanitary and general engineers; to trade and otherwise deal in accessories and things of all kinds required for the undertaking of the foregoing businesses or as may be required by customers of the Company; to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the foregoing businesses, which is calculated directly or indirectly to benefit the Company or to enhance the value or render profitable any of the Company's assets, properties or rights.



(B) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company.

(C) To register, apply for, purchase, or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, designs, trade marks, secret processes, licences, inventions and concessions and to use and turn to account the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(D) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, mortgages or in any other way.

(E) To purchase, or by any other means acquire, freehold, leasehold, or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property and to sell, lease, let or hire, develop such property, or otherwise turn the same to the advantage of the Company.

(F) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(G) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, consultants, accountants, solicitors, experts or agents.

(H) To purchase or otherwise acquire, take over and undertake all or part of the business, property, liabilities and transactions of any person or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests.

(I) To enter into arrangements for joint working in business or amalgamate with or enter into any arrangement or partnership for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

(J) To lend money with or without security and to invest money of the Company upon such terms as the Company may approve and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested and generally as the Directors think fit.

(K) To invest with and deal with the money of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments.

(M) To pay or remunerate any person, firm or company for rendering services to the Company.

(N) To remunerate the Directors of the Company in any manner that the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.

(O) To subscribe to or otherwise aid 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.

(P) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(Q) To distribute among the Members in specie any property of the Company or any proceeds of sale of any property of the Company, but so that no distribution amounting to a reduction of capital be made exempt with the sanction (if any) for the time being required by Law.

(R) To sell, improve, manage, develop, exchange, let or rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(T) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise.

(U) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,250 divided into 125,000 shares of £0.01 each.

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.

Names and addresses of Subscribers

Number of shares taken by each
Subscriber

1. Key Legal Services (Nominees) Limited
by Barry Charles Warmisham
a duly authorised officer
76 Whitchurch Road
Cardiff CF4 3LX.

One

2. Key Legal Services (Secretarial) Limited
by Barry Charles Warmisham
a duly authorised officer
76 Whitchurch Road
Cardiff CF4 3LX.

One

Dated the 27th September 1993

Witness to the above signatures:- Peter Neal Walford
76 Whitchurch Road
Cardiff CF4 3LX.

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

KITCHEN CONSULTANTS LIMITED

1. PRELIMINARY

a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, hereinafter referred to as Table A, shall apply to the Company subject as hereinafter provided.

b) In these Articles "The Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

2. PRIVATE COMPANY

a) The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public.

3. SHARES

a) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act.

b) All unissued shares of the Company, whether forming part of the original or any increased capital, shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit, subject to Article 3c) below.

c) Subject to any direction to the contrary that may be given by the Company in general meeting, all shares to be allotted shall be offered to the Members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the Member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined and after the expiry of such time or upon receipt of an intimation from the Member to whom notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company.

4. MEETINGS

- a) In accordance with Section 372(3) of the Act, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.
- b) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting, the meeting shall 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.
- c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

5. VOTES OF MEMBERS

- a) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder.

6. DIRECTORS

- a) The maximum number and minimum number respectively of the 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 of Directors shall be one. Accordingly Clause 64 in Table A shall not apply to the Company. Whenssoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- b) No person other than a Director retiring by rotation shall be elected a Director at any General Meeting unless:
 - i) he is recommended by the Directors; or
 - ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.
- c) 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.

d) The office of a Director shall be vacated:-

i) in any of the circumstances specified in Article 81 of Table A, with any resignation of office being by notice in writing; or

ii) if he is removed from office by a resolution duly passed under Section 303 of the Act.

7. POWERS OF DIRECTORS

a) In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the 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.

8. PROCEEDINGS OF DIRECTORS

a) A Director may vote at any meeting of the Directors or of any committee of the Directors, 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 whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9. SECRETARY

a) Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

10. THE SEAL

a) If the Company has a seal it shall only be used 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 Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 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 such powers shall be vested in the Directors.

11. INDEMNITY

a) In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

Names and Addresses of Subscribers

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