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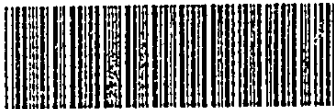
**CERTIFICATE OF INCORPORATION
OF A PRIVATE UNLIMITED COMPANY**

Company No. 3044682

The Registrar of Companies for England and Wales hereby certifies that
HERBERT WILKES SERVICES

is this day incorporated under the Companies Act 1985 as a private
company and that the company is unlimited.

Given at Companies House, Cardiff, the 11th April 1995



N03044682E

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC011B

G

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 black lettering* insert full
name of Company† delete as
appropriateTo the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

HERBERT WILKES SERVICES

FIONA M BOND, SIGNING ON BEHALF OF EXPRESS SECRETARIES LIMITED

of CORNWALL BUILDINGS, SUITE 311 & 313

45 NEWHALL STREET

BIRMINGHAM B3 3QR

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 127 Edmund Street
Birmingham B3 2UTthe 20th day of April
One thousand nine hundred and 1995
before me [Signature]

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

Declarant to sign below

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

F & S PARTNERSHIP
COMPANY FORMATION &
LEGAL RESEARCHERS
CORNWALL BUILDINGS
45 NEWHALL STREET
BIRMINGHAM, B3 3QR
TEL: 0121.212.0662

For official Use
New Companies Section

Post room

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ



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

For official use ☐

HERBERT WILKES SERVICES

Registered office of the company on
incorporation.

RO

CORNWALL BUILDINGS

SUITE 311 & 313 45 NEWHALL STREET

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B3 3QR

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.

X

F & S PARTNERSHIP

Name CORNWALL BUILDINGS.

RA

SUITE 311 & 313 45 NEWHALL STREET

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B3 3QR

Number of continuation sheets attached

☐

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

F & S PARTNERSHIP, COMPANY FORMATION & LEGAL

RESEARCHERS, CORNWALL BUILDINGS, SUITE 311 & 313,

45 NEWHALL STREET, B'HAM. Postcode B3 3QR

Telephone 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

EXPRESS SECRETARIES LIMITED

AD

CORNWALL BUILDINGS. SUITE 311 & 313

45 NEWHALL STREET

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B3 3QR Country ENGLAND

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

Signed

Date 29.3.95

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

* Voluntary details

Consent signature

CD

EXPRESS DIRECTORS LIMITED

AD

CORNWALL BUILDINGS. SUITE 311 & 313

45 NEWHALL STREET

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B3 3QR Country ENGLAND

DO

N/A

Nationality

NA

OC

N/A

OD

N/A

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

Signed

Date 29.3.95

(See notes 1 - 5) ميب

***Style/Title**

Surname

Previous forenames

Previous surname

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 _____

DO | | | | | 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.

MMatten

Signature of agent on behalf of all subscribers Date 29.3.95

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	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

3044682

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL



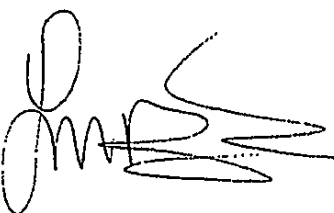
MEMORANDUM OF ASSOCIATION

-of-

HERBERT WILKES SERVICES

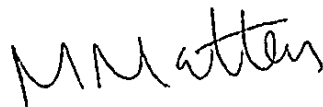
1. The Company's name is "Herbert Wilkes Services"
2. The Company's Registered Office is situated in England and Wales
3. The Company's objects are:-
 - (a) To carry on business as a general commercial company and the doing of all such other things as are incidental or conducive to the attainment of that object

WE, the subscribers to this Memorandum, wish to be formed into a Company pursuant of this Memorandum; and we agree to take the number of shares shown opposite our respective names

NAMES AND ADDRESSES OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
EXPRESS DIRECTORS LIMITED CORNWALL BUILDINGS SUITE 311 & 313 45 NEWHALL STREET BIRMINGHAM B3 3QR	Slawson ONE
EXPRESS SECRETARIES LIMITED CORNWALL BUILDINGS SUITE 311 & 313 45 NEWHALL STREET BIRMINGHAM B3 3QR	 ONE

DATED 29th March 1995

WITNESS to the above signatures: MANDY MATTEY
91 SOMERSET ROAD
ERDINGTON
B23 6NJ



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of-

HERBERT WILKES SERVICES

1. Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company, but the articles hereinafter contained and, subject to the modification herein after expressed, the remaining regulations of Table A shall constitute the articles of association of the Company
2. Regulation 6 of The Table A shall be amended by the insertion of the words "....or signed by any two Directors or any one Director and the Company Secretary....." after the words "Every certificate shall be sealed with the seal.....".
3. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteens days' notice" in regulation 38 of Table A
4. The share capital of the Company is £100 divided into 100 shares of £1.00 each
5. The company may by special resolution:-
 - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) subdivide its shares, or any of them, into shares of a small amount than its existing shares;
 - (d) cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person;
 - (e) reduce its share capital and any share premium account in any way