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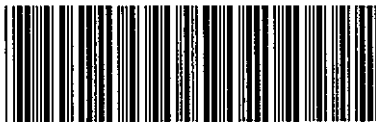
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3120233

The Registrar of Companies for England and Wales hereby certifies that
NIXON WILLIAMS LIMITED

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

Given at Companies House, Cardiff, the 31st October 1995



N031202331

J.D.M. Stephens
J.D.M. STEPHENS

For the Registrar of Companies



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

HC007B



Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

NIXON WILLIAMS LIMITED



F012001J

I, ALAN GEORGE WILLIAMS

of 45 TARNBECK DRIVE, MAWDESLEY, LANCs.

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 of the Companies Act 1985[†] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

[†] Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

A. G. Williams

Declared at

Newtown - L. in the Mawdesley

the

Twenty fifth

day of

October

One thousand nine hundred and ninety

Five

① Please print name.

before me ①

GEOFFREY ALAN WALTON

Signed

A. G. Williams

Date

20th Oct 1995

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

ALAN WILLIAMS

45 TARNBECK DRIVE, MAWDESLEY

LANCS.

Tel 01704 822956

DX number

DX exchange



A21 *A6IR6FW6* 362
COMPANIES HOUSE 24/10/95

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



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 ☐

NIXON WILLIAMS LIMITED

Registered office of the company on
incorporation.

RO

45 TARNBECK DRIVE

MAWDESLEY

Post town ORMSKIRK

County/Region LANCASHIRE

Postcode L40 2RU

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?

COMPANY SECRETARY

AS REGISTERED OFFICE

Postcode

Telephone 01704 822956

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.

CS

ALAN GEORGE

WILLIAMS

AD

45 TARNBECK DRIVE

MAWDESLEY

Post town ORMSKIRK

County/Region LANCASHIRE

Postcode L40 2RU Country ENGLAND

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

Consent signature

Signed

A.G. Williams

Date 18.10.95

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.

CD

ALAN GEORGE

WILLIAMS

AD

45 TARNBECK DRIVE

MAWDESLEY

Post town ORMSKIRK

County/Region LANCASHIRE

Postcode L40 2RU Country ENGLAND

Date of birth

DO 06 03 65Nationality **NA** BRITISH

Business occupation

OC ACCOUNTANT

Other directorships

OD AINTREE PROPERTIES (SPENCER) LTD

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

Signed

A.G. Williams

Date 18.10.95

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

AddressUsual 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		
	ANDREW JOSEPH ALBERT	
	NIXON	
AD	45 TARNBECK DRIVE	
	MAWDESLEY	
	Post town	ORNSKIRK
	County/Region	LANCASHIRE
	Postcode	L40 2RU
	Country	ENGLAND
DO	190366	Nationality NA BRITISH
OC	EXECUTIVE OFFICER	
OD		
I consent to act as director of the company named on page 1		
Signed		
	Date	18-10-95

Delete if the form
is signed by the
subscribers.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.

	
Signature of agent on behalf of all subscribers	Date

Signed	A-G-Williams	Date	18-10-95
Signed		Date	18-10-95
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

THE COMPANIES ACTS 1985 to 1989
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION of

NIXON WILLIAMS LIMITED

1. The name of the Company is : - NIXON WILLIAMS LIMITED
2. The Registered Office of the Company will be situated in England and Wales.
3. The Company's object is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We, the persons whose names and addresses are subscribed hereafter 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.

Names and Addresses
of the Subscribers.

Number of Shares taken by
each Subscriber.

A.G. Williams	ALAN GEORGE WILLIAMS 45 TARNBECK DRIVE MAWDESLEY ORMSKIRK LANCASHIRE L40 2RU	ONE
A. Nixon	ANDREW JOSEPH ALBERT NIXON 45 TARNBECK DRIVE MAWDESLEY ORMSKIRK LANCASHIRE L40 2RU	ONE

Dated this 18TH day of OCTOBER 1995

Witness(es) to both (all) the above signatures : - J Nixon

(name) JOHN NIXON

(address) 63 COUNTESS WAY
EUXTON
CHORLEY LANCASHIRE PR7 6PT

(occupation) SALES DIRECTOR



THE COMPANIES ACTS 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of

NIXON WILLIAMS LIMITED

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public. References in these Articles to "the Act" are references to the Companies Acts 1985 to 1989.
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table "A" shall not apply to this Company : - 8 to 22, 24, 64, 73 to 80 and 101.

SHARE CAPITAL

4. The share capital of the company comprises 1,000 shares of £1 each which rank *pari passu* in all respects.
5. The company shall not issue any shares otherwise than fully paid on allotment.
6. The Directors may, in their absolute discretion and without any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
7. The directors may, pursuant to section 80 of the Act, at any time within five years from the date of incorporation of the company allot any part of the share capital in the company for the time being authorised but unissued.
8. The company shall not use a common seal and accordingly Regulation 101 of Table A shall not apply to the company and Regulation 6 of Table A shall apply as if the words "shall be sealed with the seal" were deleted and replaced by "signed by any one director and by the secretary".

SHAREHOLDERS' MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation and holding a majority of the share capital, shall be a quorum.

DIRECTORS.

10. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one.
11. The directors shall have power at any time, and from time to time, to appoint any person to be a director.
12. A member or members holding a majority of the issued share capital shall have power from time to time and at any time, by instrument in writing signed by the member or members (or if a company, signed by its secretary), to appoint any person as a director and to remove from office any director howsoever appointed.
13. No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years.

SECRETARY.

14. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the corporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

15. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or in part thereof, and subject to Section 80 of the Act 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.

Names, Addresses of the Subscribers.

A.G. Williams

ALAN GEORGE WILLIAMS
45 TARNBECK DRIVE
MAWDESLEY
ORMSKIRK
LANCASHIRE L40 2RU

Andrew Joseph Albert Nixon

ANDREW JOSEPH ALBERT NIXON
45 TARNBECK DRIVE
MAWDESLEY
ORMSKIRK
LANCASHIRE L40 2RU

Dated this 18TH day of OCTOBER 1995

Witness(es) to both (all) the above signatures: - J Nixon

(name) JOHN NIXON

(address) 63 COUNTESS WAY
EUXTON
CHORLEY
LANCASHIRE PR7 6PT

(occupation)

SALES DIRECTOR