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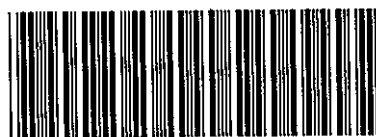
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3365059

The Registrar of Companies for England and Wales hereby certifies that  
EPC SERVICES 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 2nd May 1997



\*N03365059I\*

*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

HC007B



12

**Company Name in full**



**\*F0120C10\***

EPC SERVICES LIMITED

1. MATTHEW DAVID COOK

of ELLENBOROUGH HS, WELLINGTON ST, CHELTENHAM

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.

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**

Declared at

the

day of

One thousand nine hundred and ninety

Seven

● Please print name.

before me

**Signed**

**Date**

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.

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

Rickerby Watterson

Ellenborough House, Wellington St, Cheltenham

GL50 1YD

Tel 01242-224422 REF: MDC

**DX number 7415**

DX exchange CHELTENHAM

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

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235**

# OYEZ

Package: 'Laserform'  
by Laserform International Ltd.

10

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**



\* F 0 1 0 0 F 1 0 \*

EPC SERVICES LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

115 ST GEORGE'S ROAD

Post town

CHELTENHAM

County / Region

GLOS

Postcode

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name

RICKERBY WATTERSON

Address

ELLENBOROUGH HOUSE WELLINGTON STREET

Post town

CHELTENHAM

REF: MDC/51060-8469-2/WJT

County / Region

GLOS

Postcode

GL50 1YD

Number of continuation sheets attached

2

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.

Rickerby Watterson

Ellenborough House, Wellington Street, Cheltenham, Glos  
GL50 1YD

MDC

Tel 01242 224422

DX numberDX: 7415

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

for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name EPC SERVICES LIMITED

NAME \*Style / Title

Rev.

\*Honours etc

Forename(s)

BRUCE

Surname

HUNTER

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

CHELTENHAM

County / Region

GLOS

Postcode

GL50 2LR

Country

ENGLAND

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

**Consent signature**

Bruce Hunter

**Date**

17 April 1997

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Rev

\*Honours etc

Forename(s)

THOMAS GORDON

Surname

HILLS

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

UPPER STRENSHAM

County / Region

WORCESTER

Postcode

WR8 9LP

Country

ENGLAND

Day Month Year

**Date of birth**

X

30

6

1933

**Nationality**

BRITISH

**Business occupation**

MINISTER OF RELIGION

**Other directorships**

ELIM TRUST CORPORATION

ELIM PENTECOSTAL ALLIANCE COUNCIL

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

**Consent signature**

X J. Gol-Hills

**Date**

17 April 1997

(see notes 1-5)

Rev.

\*Honours etc

BRIAN GLYNNE

EDWARDS

THE COACH HOUSE, WYCHBURY CLOSE, MOOREND ROAD,

LECKHAMPTON

Post town	CHELTENHAM
-----------	------------

GLOS

Postcode	GL53 0HT
----------	----------

Country	ENGLAND
---------	---------

Day Month Year

**Date of birth**

22

12

36

### Nationality

BRITISH

### Business occupation

MINISTER OF RELIGION

## Other directorships

ELIM TRUST CORPORATION

ELIM PENTECOSTAL ALLIANCE COUNCIL

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

### Consent signature

**Date** < 17 April 1997

***Either***

**Signed**

✓ Bruce Hunter (Campy Secretary)

**Date**

17 April 1997

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

Company Number: 3365069.

150

THE COMPANIES ACT 1985  
(as amended)



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PRIVATE COMPANY LIMITED BY SHARES  
BEING A GENERAL COMMERCIAL COMPANY

---

MEMORANDUM OF ASSOCIATION

- of -

EPC SERVICES LIMITED

(Incorporated the                      day of                      199 )

- 
1. The name of the Company is "EPC SERVICES LIMITED"
  2. The registered office of the Company will be situate in England and Wales.
  3. The object for which the Company is established 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 £100 divided into 100 shares of £1 each.

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002932

I/WE, the person(s) whose name(s) and addresse(s) are subscribed, is/are desirous of being formed into a Company in pursuance of this Memorandum of Association, and I/we respectively agree to take the number of shares in the capital of the Company set opposite my/our respective name(s).

---

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBER(S)	Number of Shares taken by each Subscriber
--	---

---

Elim Trust Corporation

*Bruce Hunter*  
(Company Secretary)

One

---

DATED this 17<sup>th</sup> day of April 1997

Witness signature

*Catherine M Symons*

Name: MRS CATHERINE M SYMONS

Address: 35 CRISPIN ROAD  
WINCHCOMBE  
CHELZENHAM  
GL50 6LTX

Occupation:

*Secretary.*

Company Number:-

**THE COMPANIES ACT 1985**  
(as amended)

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

- of -

**EPC SERVICES LIMITED**

..

(Incorporated on 199 )

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**Preliminary**

1.

- 1.1 In these Articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) and "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.
- 1.2 The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. Regulations 2, 3, 24, 41, 64, 65 to 69, 73 to 81, 94 to 99 (in each case inclusive), 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

**Private Company**

- 2. The Company is a private company within the meaning of S.1(3) of the Act.



## **Shares**

3. The share capital of the Company is £100 divided into 100 shares of £1 each.
4.
  - 4.1 The Directors shall have general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities of the Company (as defined in Section 80 of the Act) to such persons, at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall, subject to Section 80(7) of the Act, be for a period expiring on the Fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date hereof.
  - 4.2 The Directors shall be entitled under the authority conferred by Article 4.1 or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.
5. In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) - (6) (inclusive) of the Act shall not apply to the Company.
6.
  - 6.1 The lien conferred by Regulation 8 of Table A shall attach also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.
  - 6.2 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 in Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"
7.
  - 7.1 Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special or Written Resolution determine.
  - 7.2 Subject to Chapter VII of Part V of the Act the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

## **Share Certificates**

8. Regulation 6 of 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..."

### **Transfers**

9. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

### **Notices and Proceedings at General Meetings**

10. Every notice calling 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 all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Directors for the time being of the Company. Such notice need not be sent to the Auditors and Regulation 38 of Table A shall be modified accordingly.
11. Regulation 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand 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 meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
13. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed and amended accordingly.
14. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be construed and amended accordingly.
15. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of member of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

### **Directors**

- 16.1 The Directors shall not be less than one in number and there shall be no maximum number.
- 16.2 Whenever the minimum number of Directors shall be one a sole director shall have authority to exercise all the powers and discretions arising by virtue of Table A and by the Articles expressed to be vested in the Directors generally and Regulation 89 of Table A shall be modified accordingly.
17. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Regulation 38 of Table A shall be modified accordingly.
18. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
19. The Directors may exercise all the powers of the Company to borrow or raise 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 mortgage or charge its undertaking, property and uncalled capital and 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.
20. Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration.
21. The office of Director shall be vacated if the Director
- 21.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 21.2 becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1986; or
- 21.3 in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or
- 21.4 subject as hereinafter provided resigns his office by notice in writing to the Company

- 21.5 if he becomes incapable by reason of illness or injury of managing or administering his property and affairs
22. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
23. The Company may by Ordinary Resolution 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 16.1.
24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment.
25. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Such removal or appointment shall (in the absence of contrary provision in the relevant memorandum) take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on the date specified therein (whichever shall be the later)
- 25.1 Any Director may by writing under his hand appoint
- 25.1.1 any other Director, or
- 25.1.2 any other person who is approved by the Board of Directors as hereinafter provided to be his alternate;

and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Directors appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts

as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

- 25.2 Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.
26. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.
27. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.
28. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 21.4 hereof shall be interpreted accordingly.

#### **Secretary**

29. The secretary shall be appointed by the directors on such terms as they think fit and any secretary appointed may be removed by them. If at any time there is no secretary or for any reason no secretary capable of acting the directors may appoint an assistant or deputy secretary.

#### **Dividends**

30. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry

forward any profits which they may think prudent not to divide.

### **Capitalisation of Profits**

31. The Directors may with the authority of an Ordinary or Written Resolution of the Company:-
- 31.1 subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve) or, any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;
  - 31.2 appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the Ordinary Share Capital (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;
  - 31.3 resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such Ordinary Shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;
  - 31.4 make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;
  - 31.5 authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and
  - 31.6 generally do all acts and things required to give effect to such resolution as aforesaid.

### **Provision for Employees**

32. The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued share of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Section 125 of the Act.

### **Notices**

33. Notice served by post shall be deemed to be given at the expiration of 24 hours (or, when second class mail is employed 48 hours) after the time when the envelope containing the same is posted and proof that the envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The second sentence of Regulation 115 shall not apply.

### **Indemnities**

34. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, 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 727 of the Act in which relief is granted to him by the Court. This Article shall only take effect in so far as its provisions are not avoided by Section 310 of the Act and shall not entitle any such person to an indemnity if and to the extent that such person is protected against such liability by insurance purchased pursuant to Section 310 (3)(a) of the Act.

NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS

No of Shares  
taken by each  
subscriber

Elim Trust Corporation

*Eric Hunter*  
*(Copy Secretary)*

One

DATED this 23<sup>rd</sup> day of April 1997

WITNESS signature:

*Catherine M Symons*

Name: CATHERINE M SYMONS

Address: 35 CRISPIN ROAD  
WINCHCOMBE  
CHILTONHAM  
GLOS GL54 5JX

Occupation: SECRETARY