

FILE COPY



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

Company No. 3783686

The Registrar of Companies for England and Wales hereby certifies that
ANCHOR SECURITY 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 7th June 1999



N03783686S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

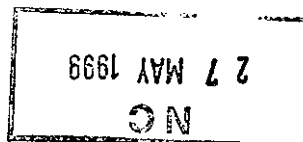


C O M P A N I E S H O U S E

HC007B



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

ANCHOR SECURITY LIMITED



* F 0 1 2 0 0 1 J *

I, **Peter John Watling of CFL Directors Limited**
of **82 Whitchurch Road, Cardiff, CF4 3LX.**

† Please delete as appropriate.

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 **88 Osidge Lane, Southgate, London, N14 5JG.**

the **4th** day of **May**

One thousand nine hundred and ninety

Nine

① Please print name.

before me **R. G. Minsky**

Signed

Date

4th May 1999

~~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.

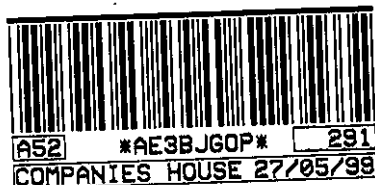
Company Formations Limited

82 Whitchurch Road, Cardiff, CF4 3LX.

Tel **01222 - 666563 / 4**

DX number

DX exchange



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

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

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

Company Name in full

ANCHOR SECURITY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

82 Whitchurch Road,

Post town

Cardiff,

County / Region

South Glamorgan,

Postcode

CF4 3LX.

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.

XXX

Agent's Name

Phil Williams

Address

Public Search Box No: 7511

Post town

County / Region

Postcode

Number of continuation sheets attached

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.

Tel **01222 - 666563 / 4**

DX number

DX exchange



Form revised July 1998

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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

ANCHOR SECURITY LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

CFL SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

82 Whitchurch Road,

Usual residential address

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

Post town

Cardiff,

County / Region

S. Glamorgan,

Postcode

CF4 3LX.

Country

Wales.

Consent to act as secretary of the company named on page 1

Consent signature

FOR CFL SECRETARIES LIMITED

Date

4/5/99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

CFL DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address

82 Whitchurch Road,

Usual residential address

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

Post town

Cardiff,

County / Region

S. Glamorgan,

Postcode

CF4 3LX.

Country

Wales.

Day Month Year

Date of birth

Nationality **BRITISH**

Business occupation

COMPANY REGISTRATION AGENTS

Other directorships

Consent to act as director of the company named on page 1

Consent signature

FOR CFL DIRECTORS LIMITED

Date

4/5/99

Directors (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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.

3. Directors details:

- Show for each individual director the director's 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 person 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, or
- 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, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

3783686.

The Companies Act 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION of

ANCHOR SECURITY LIMITED

0003391

0003391

1. The name of the company is ANCHOR SECURITY LIMITED
2. The Registered Office of the company is to be situated in England and Wales.
3. The object of the company 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 Ordinary Shares of £1.00 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

Subscriber
Name and address

Number of shares taken
by subscriber

1. P J Watling
28 Ruscombe Gardens
Datchet, Slough, SL3 9BG.

1

Total shares taken

1
=====

Signed: 

Dated: 4th May 1999.

Witness to the above signature: 

Philip Williams, 6 St Alban Avenue, Heath, Cardiff, CF4 4AT.

The Companies Act 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of

ANCHOR SECURITY LIMITED

1. PRELIMINARY

- a. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.
- b. The expression 'the Act' in these Articles refers to the Companies Act 1985 and any statutory modifications currently in force.

2. SHARE CAPITAL

- a. The Directors of the Company may (subject to the regulations below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80 (2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
- b. The Directors of the Company are generally and unconditionally authorised to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to provisions of section 80 of the Act.

- c. Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the Company shall, before they are issued be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time, or on receipt of an intimation from the Member to whom the notice is given, that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
- d. In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) inclusive of the Act shall not apply to the Company.

3. LIEN

- a. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
- b. Regulation 8 of Table A shall not apply to the Company.

4. TRANSFER OF SHARES

The directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it be a fully paid share, and no reason for the refusal to register the afore-mentioned transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company.

5. PROCEEDINGS AT GENERAL MEETINGS

- a. No business shall be transacted at any meeting unless a quorum is present at the time the Meeting proceeds to business. One person entitled to vote upon the business to be transacted, being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- b. If such a quorum 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. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.
- c. Regulations 40 and 41 of Table A shall not apply to the Company.

6. NUMBER OF DIRECTORS

- a. Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- b. Regulation 64 of Table A shall not apply to the Company.

7. APPOINTMENT OF DIRECTORS

- a. The first Directors of the Company shall be as named in the statement delivered to the Registrar Of Companies pursuant to section 10 of the Act.
- b. No person shall be appointed a Director at any General Meeting unless:
 - i) He is recommended by the Directors, or
 - ii) Not less than 14 or more than 35 clear days before the date appointed for the General Meeting, notice executed 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, stating the particulars which would, if he were so appointed, be required to be included in the Company's Register of Directors, together with notice executed by that person of his willingness to be appointed.

- c. Subject to paragraph b. above, 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.
- d. The Directors may appoint a person who is willing 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 fixed by or in accordance with these Articles as the maximum number of Directors.
- e. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

8. BORROWING POWERS

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 its 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.

9. INDEMNITY

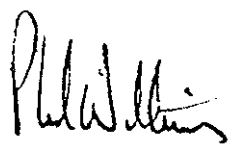
- a. Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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 or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- b. The Directors shall have power to 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. Clause 118 in Table A shall not apply to the Company.

Subscriber
Name and address

1. P J Watling
28 Ruscombe Gardens,
Datchet, Slough, SL3 9BG.

Signed: 

Dated: 4th May 1999. ✓

Witness to the above signature: 

Philip Williams, 6 St Alban Avenue, Heath, Cardiff, CF4 4AT.