

**FILE COPY**



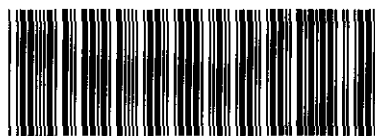
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5771774

The Registrar of Companies for England and Wales hereby certifies that  
INSERT AUDIO 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 6th April 2006



\*N05771774P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

— for the record —

12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

5771774

Company Name in full

INSERT AUDIO LIMITED

I, LOUIS PETER GRAHAM HEMMING

of ~~INSERT AUDIO~~ <sup>SEN</sup> GREGORY'S MILL STREET WORCESTER <sup>WR3 8JW</sup>

† Please delete as appropriate.

SEN

do solemnly and sincerely declare that I am a † ~~[Solicitor engaged in the~~ <sup>SEN</sup> 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

*Louis Hemming*

Declared at

8 SANSOME WALK, WORCESTER WR1 1LW

Day Month Year

On

2 3 0 3 2 0 0 6

① Please print name.

before me ①

STUART CHRISTOPHER NESS

Signed

*[Signature]*

Date

23.3.2006

SEN

† 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.

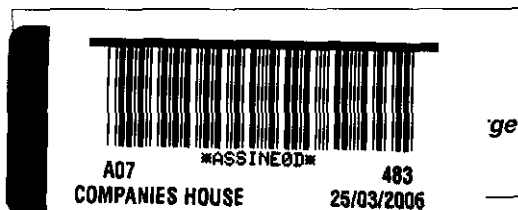
LOUIS HEMMING 07976 560188

Lou@InsertAudio.co.uk

Tel 01905 723985

DX number

DX exchange



ge

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

Companies House, Crown Way, Cardiff, CF14 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

# 10

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

Company Name in full

INSERT AUDIO LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

AJ KING AND CO, 1ST FLOOR, SHAW HOUSE, 114

BURNARDS GREEN ROAD

Post town

MALVERN

County / Region

WORCS

Postcode

WR14 3ND

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.

Agent's Name

AJ KING AND CO

Address

1ST FLOOR, SHAW HOUSE

114 BURNARDS GREEN ROAD

Post town

MALVERN

County / Region

WORCS

Postcode

WR14 3ND

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information that  
you give will be visible to searchers of  
the public record.

LOUIS HEMMING 07976 560188

louis@insertaudio.co.uk

Tel 01905 723 985

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, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

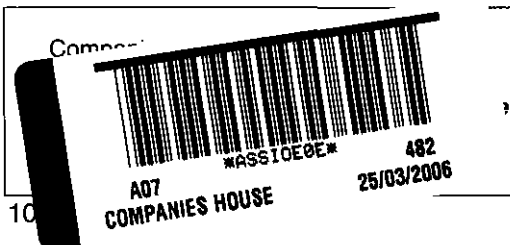
or

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

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2



# Company Secretary (see notes 1-5)

Company name

INSERT AUDIO

NAME

\*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

LOUIS PETER GRAHAM

Surname

HEMMING

Previous forename(s)

Previous surname(s)

FRANCIS

Address \*\*

6 GREGORY'S MILL STREET

BURBURN

Post town

WORCESTER

County / Region

WORCS

Postcode

WR3 8AW

Country

ENGLAND

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

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

Consent signature

*Luci Hemming*

Date

23.3.06

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

LOUIS PETER GRAHAM

Surname

HEMMING

Previous forename(s)

Previous surname(s)

FRANCIS

Address \*\*

6 GREGORY'S MILL STREET

BURBURN

Post town

WORCESTER

County / Region

WORCS

Postcode

WR3 8AW

Country

ENGLAND

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

15 06 1969

Nationality

ENGLISH

Business occupation

PUBLIC ADDRESS SYSTEM HIRE AND REPAIR

Other directorships

CHILD CARE BUREAU LTD

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

Consent signature

*Luci Hemming*

Date

23.3.06

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours etc</b>	
<b>Forename(s)</b>	RAYMOND				
<b>Surname</b>	BREEN				
<b>Previous forename(s)</b>					
<b>Previous surname(s)</b>					
<b>Address</b> <small>††</small>	3 BOWNESS DRIVE				
	WITKINDON				
	<b>Post town</b>	WORCESTER			
	<b>County / Region</b>	WORCS	<b>Postcode</b>	WR4 9HP	
	<b>Country</b>	ENGLAND			
<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>	ENGLISH
	06	05	1957		
<b>Business occupation</b>	PUBLIC ADDRESS SYSTEM HIRE AND REPAIR				
<b>Other directorships</b>	NONE				
I consent to act as director of the company named on page 1					
<b>Consent signature</b>	Ray Breen			<b>Date</b>	23.3.06

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

<b>Signed</b>	Kevin Fleming	<b>Date</b>	23.3.06
<b>Signed</b>	Ray Breen	<b>Date</b>	23.3.06
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	

## 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.

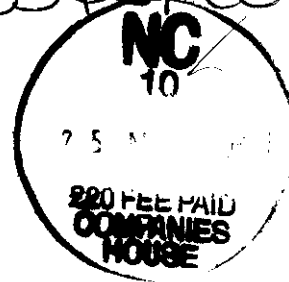
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

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

100x1  
100

005890

000543/20



**THE COMPANIES ACT 1985 & 1989**

**MEMORANDUM OF ASSOCIATION**

**FOR**

**A PRIVATE COMPANY LIMITED BY SHARES**

**OF**

**INSERT AUDIO LIMITED**

100  
100

- 1: The Company's name is "INSERT AUDIO LIMITED" and is hereafter referred to as the "Company".
- 2: The Company's Registered Office is to be in England & Wales.
- 3: The Company's objects are:-
  - A: To carry on all or any of the businesses of public address system hire, installation, maintenance, repair, development and sales. Also the sales, repair and maintenance of any audio or acoustic equipment of a mechanical or electronic nature.
  - B: To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-clause A hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.







- C: To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- D: To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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.
- E: To borrow or raise or secure the payment of money in such manner as the company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- F: For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and

assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

G: To receive money on deposit or loan upon such terms as the Company may approve.

H: To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or

pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the *undertaking, property and assets present and future and* uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with Company in business.

- I: To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory *pension or superannuation funds for the benefit of, and* give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who were at any time Directors or officers of the Company or

of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

J: To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

K: To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

L: To pay for any property or rights acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one

mode and partly in another, and generally on such terms as the Company may determine.

M: To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

N: To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire, hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities

of and to subsidise or otherwise assist any such company.

O: To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

P: To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

Q: To sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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.

R: To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for full or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

S: To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

T: To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to reduction of capital be made except with

the sanction (if any) for the time being required by law.

U: To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

V: To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.

W: To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or interference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each



of the paragraphs defined the objects of a separate and distinct company.

4: The liability of the members is limited.

5: The Company's share capital is £100 divided into 100 shares of £1 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.

Name & Address of Subscriber:	Number of Shares taken by each Subscriber
Louis Peter Graham Hemming 6 Gregory's Mill Street Worcester WR3 8AW ✓	50 <i>Louis Hemming</i>
Raymond Breen 3 Bowness Drive ✓ Worcester WR4 9HP	50 <i>Ray Breen</i>
Total Shares allocated:	100 ✓

Dated: 23.3.06

Witness to the above signatures:

*[Signature]* W. S. GRIFFIN ✓

Home Farm,  
Beechey Road  
ASTON CANTLOW  
HENLEY IN ARDEN  
RG5 6HY

Company Name ----- Insert Audio Limited -----

Company Number ----- 5771774 -----

ARTICLES OF ASSOCIATION HAVE NOT BEEN REGISTERED FOR THE  
ABOVE NAMED COMPANY IN THIS CASE. (COMPANY LIMITED BY  
SHARES – SEE SECTIONS 7 AND 8 OF THE COMPANIES ACT 1985.)

Signed ----- L. McCarthy -----

Officer of New Companies Section

Date ----- 6/4/06 -----