



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

Company No. 205208

The Registrar of Companies for Scotland hereby certifies that

C VIEW WINDOWS LIMITED

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

Given at Companies House, Edinburgh, the 17th March 2000



NSC2052088



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

205208

Company Name in full

C View Windows Limited

I, John Macfarlane

of 68/73 Queen Street
Edinburgh EH2 4NF

† 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 Edinburgh

On Day Month Year
09 03 2000

① Please print name.

before me ① Michael Watson

Signed

Date 09 March 2000

† 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.

McGrigor Donald
Erskine House, 68-73 Queen Street, EDINBURGH, EH2 4NF

Ref: JMF/ANT Tel 0131 226 7777
DX number DX: 103 DX exchange EDINBURGH



Laserform International 12/99

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**



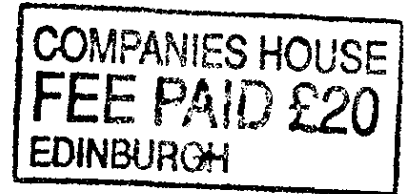
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

C VIEW WINDOWS LIMITED

205208



- 1 The Company's name is C VIEW WINDOWS LIMITED.
- 2 The Company's registered office is situated in Scotland.
- 3 The Company's objects are:-
 - 3.1 (a) to carry on all or any of the businesses of designers, manufactures, assemblers, erectors and fitters of windows, window frames, double glazing units, and all components parts, spares and accessories relating thereto and of glass, plastic, timber and other materials of any kind used in the manufacture, assembly, erection or installation of the same; and to purchase, sell, supply and otherwise deal in, wholesale trade and/or retail all or any of the foregoing, as principals, agents, franchisees or in any other capacity;
 - (b) to promote the interests of any company which is for the time being a subsidiary, holding company or subsidiary of any holding company of the Company or any undertaking which is for the time being a subsidiary undertaking of the Company or of any holding company of the Company in any manner whatever and, in particular, by paying or discharging the liabilities thereof or giving and undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company or undertaking as aforesaid, whether with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid to the intent that the promotion of the interests of any such company or undertaking as aforesaid shall be an object and not a power of the Company;
- 3.2 to manufacture, develop, process, refine, repair, purchase, sell, export, import deal in or let on hire all kinds of goods, substances, articles, services and material (tangible or intangible) of any kind;
- 3.3 to purchase, feu, take on lease, hire or otherwise acquire and to sell, let or otherwise dispose of in whole or in part, any lands, interests in lands, buildings, plant and machinery, stock-in-trade, business concerns and any other heritable or moveable, real or personal property and to construct, alter, demolish, manage and maintain any of the foregoing;
- 3.4 to borrow or raise money or accept money on deposit and to secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge in any manner whatsoever permitted in any jurisdiction in which the Company has assets or carries on business and in particular by way

of fixed charge or floating charge over the whole or part of the undertaking and all or any of the property and assets (both present and future), and the uncalled capital of the Company and to create, issue and accept securities;

- 3.5 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents, documentary credits and other negotiable or transferable instruments and to buy, sell and deal in currencies, commodities, options, traded option (financial or commodity) and other financial instruments;
- 3.6 to lend or advance money or give credit to such persons and companies and on such terms (including as to security) as may be thought fit and to deposit money with any bank, deposit taker or other financial organisation;
- 3.7 to guarantee and/or give security for the payment of money by or the performance of contracts and obligations by, or the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, securities or obligations by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company and any undertaking which shall at the time be a subsidiary undertaking of the Company or of any holding company of the Company or of any subsidiary of the Company or any holding Company of the Company notwithstanding the fact that the Company may not receive any consideration or benefit from entering into any such guarantee or security;
- 3.8 to invest and deal with the funds of the Company not immediately required in such investments or securities and in such manner as may from time to time be determined by the Directors;
- 3.9 to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to deal with and dispose of the same;
- 3.10 to acquire and hold all or any part of the undertaking, property, business or assets of any person or company, to undertake, whether as part of the consideration for such acquisition or otherwise, all or any of the liabilities of such person or company and to deal with and dispose of all or any of the foregoing as the Directors may consider appropriate.
- 3.11 to amalgamate or enter into partnership or joint venture or profit and/or loss sharing arrangement with any person or company;
- 3.12 to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test and improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, service marks, trade or brand names, designs, industrial designs, copyright, moral rights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company; and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon;
- 3.13 to insure against losses, damages, risks and liabilities of all kinds which may affect the Company and to purchase and maintain for any officer of the Company or the auditors of the Company insurance against liability as is mentioned in section 310 of the Companies Act.

- 3.14 to issue and allot securities of the Company for cash or in payment or part payments for any property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose;
- 3.15 to pay out of funds of the Company all expenses which the Company may lawfully pay of, or incidental to, the formation and registration of or the raising of money for the Company or the issue of any securities, or the applications or any recognised investment exchange listing for, or dealing in, any or all of its securities, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of securities or rights of the Company;
- 3.16 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Directors of the company consider have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes (including in particular but without detracting from the generality of the foregoing any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company or of any other company, or in any debenture or security of any corporation or company (including the Company) and including the provision of financial assistance as described in section 153(4)(b) and (bb) of the Companies Act 1985) or any associations, institutions, clubs or schools, or to so any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object;
- 3.17 to compensate for loss of office any directors or other officers of the Company and to make payments to any person whose office, employment or duties may be terminated by virtue of any transaction in which the Company in engaged;
- 3.18 to promote or establish or concur in promoting or establishing any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company or carrying on any business or operations which the Company is authorised to carry on or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company or otherwise deal with as may be considered fit any securities of any such company.
- 3.19 to sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company wither together or in portions;
- 3.20 to distribute among 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 a reduction of capital be made except with the sanction (if any) for the time being required by law;
- 3.21 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 with either by or through agents, sub-contractors, trustees, subsidiaries or otherwise;

- 3.22 to carry on any other activity and do anything of any nature which may seem to the Directors capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;
- 3.23 to exercise all powers which would be available to the Company under section 3A of the Companies Act 1985 if its object was to carry on business as a general commercial company;
- 3.24 to do all such things as in the opinion of the Directors are or may be incidental or conducive to the above objects or any of them;

And it is hereby declared that for the purposes of this Clause:

- (a) the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
- (b) "Directors" shall mean the directors of the Company from time to time;
- (c) "associated companies" shall mean any two or more companies if one has control of other or others, or any person has control of both or all of them;
- (d) "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation.
- (e) "and" and "or" shall mean "and/or"
- (f) "other" and "otherwise" shall not be construed *eiusdem generis* where a wider construction is possible;
- (g) words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa; an
- (h) the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but maybe carried out in as full and ample a manner and shall be construed in as wide as sense as if each of the said paragraphs defined the objects of a separate and independent company.

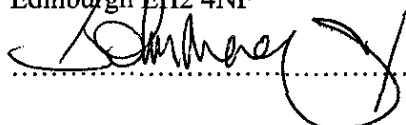
4 The liability of members is limited

5 The Share Capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.

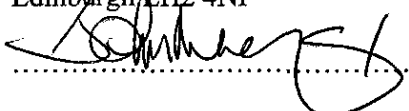
WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
------------------------------------	---

For and on behalf of MD Directors Limited 68/73 Queen Street Edinburgh EH2 4NF	1
---	---

.....(Director)


For and on behalf of MD Secretaries Limited 68/73 Queen Street Edinburgh EH2 4NF	1
---	---

.....(Director)

Total Shares Taken	2
--------------------	---

Dated 9th March 2000

Witness to the above signatures:-

.....

68/73 Queen Street
Edinburgh EH2 4NF
Solicitor

THE COMPANIES ACTS 1985 AND 1989 ✓
PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
Of
C VIEW WINDOWS LIMITED

205208

PRELIMINARY

- 1 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 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company.
- 2 Regulations 24, 73 to 80 inclusive, 94, 95 and 118 of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of Section 36B of the Act";

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum";

Regulation 54 by the addition of the words "or by proxy" between words "vote" and "shall";

Regulation 66 by the addition of the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" between the words "shall" and "be";

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purpose any person, or persons, not being a Director of the Company.";

Regulation 82 by the addition of the words "by way of directors' fees" between the words "remuneration" and "as";

Regulation 85(c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not"; and

Regulation 87 by the addition of the words "the holding company of the company or "between the words "been" and "a".

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

SHARE CAPITAL

- 3 The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of Section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit; provided that:-
- (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and
 - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which this Article was adopted as part of the Articles provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allow relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- 4 Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

PURCHASE OF OWN SHARES

- 5 Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and make payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETING

- 6 In the case of a corporation, the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
- 7 In the case of a corporation, a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.

POWERS OF DIRECTORS

- 8 The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

PROCEEDINGS OF DIRECTORS

- 9 A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.
- 10 Any Director (including an alternate Director), or member of a committee of the Directors, may participate in a meeting of the Directors, or such committee, by means of conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 11 The holder or holders for the time being of a majority of the issued shares of the Company may from time to time appoint any person or persons as a Director or Directors of the Company (either as an additional Director or to fill a vacancy) and may remove from office as such any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing (which may consist of several documents in the like form each signed by one or more persons) signed by or on behalf of the member or members making the same (in the case of a corporation holding any such shares the signature of a director or the secretary thereof shall be sufficient) and shall take effect upon lodgement at the office, or from such later time as shall be stated in such notice.

INDEMNITY

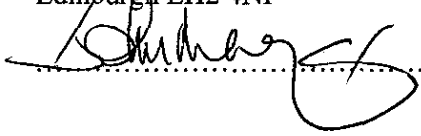
- 12 Subject to the provisions of the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur:-
- (a) in defending any proceedings, whether civil or criminal in which decree is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or
 - (b) in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of
MD Directors Limited
68/73 Queen Street
Edinburgh EH2 4NF

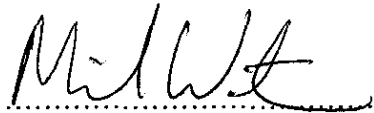
.....(Director)

For and on behalf of
MD Secretaries Limited
68/73 Queen Street
Edinburgh EH2 4NF

.....(Director)

Dated 9th March 2000

Witness to the above signatures:-

.....

68/73 Queen Street
Edinburgh EH2 4NF
Solicitor

Package: 'Laserform'
by Laserform International Ltd.

50/1000
2

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

205208

Company Name in full

C View Windows Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Hudson House

8 Albany Street

Post town Edinburgh

County / Region Midlothian

Postcode EH1 3QB

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 McGrigor Donald Solicitors

Address 68/73 Queen Street

Post town Edinburgh

County / Region Midlothian

Postcode EH2 4NF

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.

John Macfarlane or Aileen Taylor

McGrigor Donald Erskine House,

68-73 Queen Street,

EDINBURGH, EH2 4NF

Ref: cview

Tel 0131 226 7777

DX numberDX: 103

DX exchange EDINBURGH



SCT S3U580RH 0461
COMPANIES HOUSE 13/03/00

Laserform International 12/99

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

Company Secretary (see notes 1-5)

Company name MD Secretaries Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

68/73 Queen Street

Usual residential address

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

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH2 4NF

Country

UK

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

Consent signature

For MD Secretaries Limited
John Macgregor (Director)

Date 09 March 2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MD Directors Limited

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

68/73 Queen Street

Usual residential address

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

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH2 4NF

Country

UK

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

For MD Directors Limited
John Macgregor Director

Date 09.03.2000

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address		<input type="text"/>		
<i>Usual residential address</i>		<input type="text"/>		
For a corporation, give the registered or principal office address.		<input type="text"/>		
	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	<div>Day</div> <input type="text"/>	<div>Month</div> <input type="text"/>	<div>Year</div> <input type="text"/>
		<input type="text"/>	<input type="text"/>	<input type="text"/>
		<input type="text"/>	<input type="text"/>	<input type="text"/>
	Nationality	<input type="text"/>		
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
		<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>

This section must be signed by			
<i>Either</i>			
an agent on behalf of all subscribers	Signed	<input type="text"/>	Date <input type="text"/>
Or the subscribers	Signed	Fol MD Secretaries Limited John May Jr (Director)	Date 09.03.2000
(i.e those who signed as members on the memorandum of association).	Signed	Fol MD Directors Limited John May Jr (Director)	Date 09.03.2000
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>

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.