

412



* Insert full name
of Company

Company number

$\frac{1}{2}$ $\frac{1}{2}$ $\frac{1}{2}$ $\frac{1}{2}$ $\frac{1}{2}$ $\frac{1}{2}$

1665150

TAMBERLEY LIMITED

I, DOROTHY MAY GRAEME
of 61 FAIRVIEW AVENUE,
WIGMORE, GILLINGHAM, KENT

do solemnly and sincerely declare that I am not _____ a person named as Secretary of the
Company in the Statement delivered under Section 21 of the Companies Act 1976

of * TAMBERLEY LIMITED

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976.

and that all the requirements of the Companies Acts 1948 to 1981
in respect of the registration of the said company
and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835

Declared at Gillingham
in the County of Kent

the 12th day of August
One thousand nine hundred and eighty two

before me, _____
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

Presentor's name, address and
reference (if any):

GRAEME & COMPANY
COMPANY REGISTRATION AGENTS
61, FAIRVIEW AVENUE
WIGMORE, GILLINGHAM.
KENT
ME 8 OQP

For official use

New companies section

Post room



750
The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

1665150

Memorandum of Association

OF

TAMBERLEY LIMITED

1. The name of the company is TAMBERLEY LIMITED
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:-
 - (a) (1) To carry on all or any of the businesses of engineering in all its branches, experts in welding in all metals, sheet metal workers, manufacturers, smelters, converters, makers and founders of iron, steel, brass, aluminium, copper or other metal or alloy and plastic or composition substances and materials, millwrights, steam, water and gas fitters, steel fixers, steel erectors and fabricators, tube makers, boiler makers, screw, bolt and nut manufacturers, diecasters, stampers, pressers, copper-smiths, enamellers, electro-platers, galvanisers and metal and wire workers generally; tool makers, metallurgists, draughtsmen, pattern makers, designers, chemists, painters, woodworkers, ship builders, instrument makers, consultants, electrical engineers and contractors, electronic engineers, civil engineers and contractors, central heating, ventilating and air conditioning engineers, plumbers, sanitary and heating engineers.
 - (2) To manufacture, import, export, grow, finance, buy, sell, exchange, repair, convert, alter, improve, manipulate, prepare for the market, let on hire and deal in all kinds of machinery, plant, implements, tools, hardware, apparatus, materials, goods and substances, including things usually dealt in by persons engaged in the foregoing or connected with any of the businesses carried on by the company at any time, or necessary or convenient for carrying on such businesses.



Haras P.
712159/P.

- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized 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.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession; or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, 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.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

(j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.

(k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.

(l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.

(n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.

(o) To establish and maintain or procure the establishment and maintenance of any contributory or non 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 a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

(q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.

(r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.

(s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.

(t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.

(u) 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 a reduction of capital be made except with the sanction (if any) for the time being required by law.

(v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.

(w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and 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 jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the company is £1000 divided into 1000 shares of £1 each

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set out opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
<i>D. Graeme</i> Dorothy May Graeme, 61, Fairview Avenue Wigmore, Gillingham, Kent Company Director	One
<i>PG</i> Paul Gordon Graeme, 61, Fairview Avenue, Wigmore, Gillingham, Kent Company Director	One

Dated the 12 day of August 19 82

Witness to the above Signatures:

JD Graeme
Janet Dorothy Louise Graeme,
61, Fairview Avenue,
Wigmore, Gillingham,
Kent

COMPANY LIMITED BY SHARES

1665150/14

Articles of Association

OF

TAMBERLEY LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act, 1948 as amended (hereinafter referred to as "Table A, Part I"), shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the Regulations of the Company. Regulations 75, 88 and 136 of Table A, Part I shall not apply to the Company.

SHARES

2. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 14(10) of the Companies Act, 1980) of the Company to such persons, at such times and generally on such terms and conditions as they think proper and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.

3. Section 17(1) of the Companies Act, 1980 shall not apply to any exercise of the general authority conferred by Article 2 hereof.

4. In Regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

5. The proviso to Regulation 32 of Table A, Part I, shall be omitted

BORROWING POWERS

6. The proviso to Regulation 79 of Table A, Part I, shall not apply to the Company.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the minimum number of Directors shall be one.

8. The first directors of the Company appointed on and after incorporation shall be determined in writing by the subscribers of the Memorandum of Association.

POWERS AND DUTIES OF DIRECTORS

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and paragraph (2) and (4) of Regulation 84 of Table A, Part I, shall not apply to the company.

DISQUALIFICATION OF DIRECTORS

10. The provisions of section 185 of the Act shall not apply to the Company.

11. The office of a Director shall be vacated if the Director :-

(1) ceases to be a Director by virtue of section 182 of the Act, or

(2) becomes bankrupt or makes any arrangement or composition with his creditors generally, or

(3) becomes prohibited from being a Director by reason of any order made under section 188 of the Act, or section 28 of the Companies Act 1976, or

(4) becomes of unsound mind, or

(5) resigns his office by notice in writing to the Company, or

(6) is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ALTERNATE DIRECTORS

12. Any Director may in writing appoint any person who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

13. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to 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 judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 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 205 of the Act.

TRANSFER OF SHARES

14. A share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, subject only to the same restrictions on transfer as provided in Article 15 hereof.

15. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father or mother or to his or her wife or husband and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will.

16. Except where the transfer is made pursuant to the two preceeding Articles the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to any member of the Company or to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the company. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each.

17. If the Company within the space of fifty-six days after being served with such transfer notice shall find a member or persons selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") and give notice thereof to the proposing transferor he shall be bound upon payment of the fair value, to transfer the share to the purchasing member who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.

18. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

19. The Auditor for the time being of the company shall on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950, shall not apply.

20. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the company may receive the purchase money, and shall thereupon cause the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register, in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

21. If the Company shall not within the space of fifty-six days after being served with the transfer notice find a purchasing member and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty to sell and transfer the shares (or those not placed) to any person, and at any price.

22. Subject to the provisions of Article 15 hereof the executors or administrators of any deceased member shall be bound at any time after the expiration of six months from the date of his death, if and when called upon by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death, or such of the same as still remain so registered, and should such executors or administrators fail to give such transfer notice within a period of fourteen days after being so called upon, or should there be no such executors or administrators at the expiration of such period of six months, a transfer notice shall be deemed to have been given and the provisions of this Article shall have effect accordingly.

23. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of this Article shall apply accordingly.

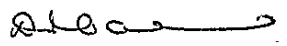
7


SECRETARY

24. The first Secretary of the Company shall be :—

Dorothy May Graeme

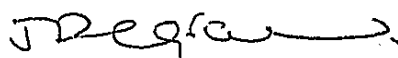
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


Dorothy May Graeme,
61, Fairview Avenue,
Wigmore,
Gillingham, Kent
Company Director


Paul Gordon Graeme,
61 Fairview Avenue,
Wigmore,
Gillingham, Kent
Company Director

Dated the 12 day of August , 19 82

Witness to the above Signatures—


Janet Dorothy Louise Graeme,
61, Fairview Avenue,
Wigmore, Gillingham
Kent



THE COMPANIES ACTS 1948 TO 1976

Form No 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

* delete if
inappropriate

Company number

1865150/5

Name of Company

TAMBERLEY

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

61 Fairview Avenue, Wigmore, Gillingham, Kent ME8 0QP

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

GRAEME & COMPANY, COMPANY REGISTRATION AGENTS,
61 FAIRVIEW AVENUE, WIGMORE,
GILLINGHAM, KENT ME8 0QP

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):

GRAEME & COMPANY,
COMPANY REGISTRATION AGENTS,
61 FAIRVIEW AVENUE,
WIGMORE,
GILLINGHAM,
KENT ME8 0QP

For official use
General section

Postroom



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Janet Dorothy Louise Graeme	Business occupation	Secretary
Former name(s) (note 3)		Nationality	British
Address (note 4)	61, Fairview Avenue, Wigmore, Gillingham, Kent	Date of birth (where applicable) (note 6)	Not applicable
Particulars of other directorships (note 5)	Gordon Graeme Limited		
I hereby consent to act as director of the company named on page 1			
Signature	<i>JD Graeme</i>	Date	12.8.82

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	DOROTHY MAY GRAEME	
Former name(s) (note 3)		
Address (notes 4 & 7)	61, Fairview Avenue, Wigmore, Gillingham, Kent	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>D M Graeme</i>	Date 12.8.82

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature *D M Graeme* ~~[Subscriber]~~ [Agent]† Date 12.8.82

~~Signature~~ ~~[Subscriber]~~ ~~[Agent]~~ ~~Date~~

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1665150

I hereby certify that

TAMBERLEY LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 17TH SEPTEMBER 1982

A handwritten signature in dark ink, appearing to read 'E. V. Loom', written over a horizontal line.

Assistant Registrar of Companies

Number of } 1665150
Company }

2170

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

The blanks in
this heading may be
filled up in writing.

TAMBERLEY

LIMITED

X Passed 6th June, 1983.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
X Company, duly convened, and held at
X : 58 VICTORIA RD.
X : MARGATE, KENT
X on the SIXTH day of JUNE, 1983, the subjoined
Special Resolution was duly passed, viz. :—

RESOLUTION

The Special Resolution (a) must be printed on this space, and not affixed to or written on it, except in the case of an exempt private company when it may be typed. See s. 143 (1) and Note overleaf.

That the Nominal Capital of the Company be Increased from £1,000.00 to £5,000.00 by the addition of a further 4,000 shares of £1 each to rank pari passu in all respects with the existing shares of the Company.



Signature

X D. Bailey

X D. BAILEY DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Note.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

2170

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

12

1665150

Name of Company

TAMBERLEY

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~~~extraordinary~~ [special] resolution of the company dated 8th June 1983

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 4,000.00 beyond the registered capital of £ 1,000.00

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
4,000	Ordinary.	£1

(If any of the new shares are preference shares state whether they are redeemable or not)

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

To rank pari passu in all respects with the existing shares of the company.

Please tick here if
continued overleaf

Signed

X D. Bay X

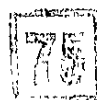
[Director] [Secretary] ‡

Date

X 8/JUNE/83 X

Presenter's name, address and
reference (if any):For official use
General section

Post room

‡delete as
appropriate

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

015

1665150

*delete if
inappropriate

Name of company TAM BERRY Limited*

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

31 05

†delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

31 05 1984

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as
appropriate

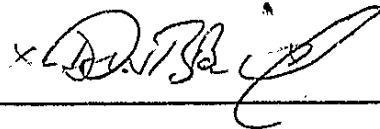
The company is a [subsidiary] [holding company]‡ of _____

_____, company number _____

the accounting reference date of which is _____

§delete as
appropriate

Signed



[Director] [Secretary] §Date 20.7.85

Presenter's name, address and
reference (if any):

STANWICK DYER
58 VICTORIA ROAD
MARGATE
KENT

For official use
General section

Post room



12-2/92
1665150
TAMBERLEY LIMITED

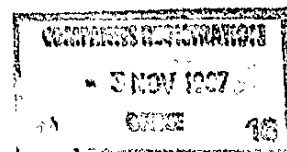
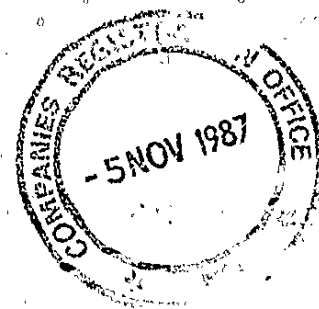


MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
TAMBERLEY LIMITED held at Unit 23 Patricia Way, Pysons Road,
Broadstairs Kent on 30 September 1987.

IT WAS RESOLVED that the name of the company be and is hereby
changed to

DAVID BAILEY KITCHENS LIMITED

CHAIRMAN



BB/E40/100080



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1665150

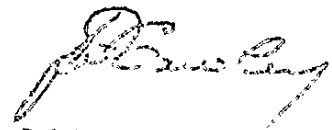
I hereby certify that

TAMBERLEY LIMITED

having by special resolution changed its name,
is now incorporated under the name of

DAVID BAILEY KITCHENS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19 NOVEMBER 1987


N.R. J. SAWLEY

an authorised officer

The Companies Act, 1985

SPECIAL RESOLUTION

of

TAMBERLEY LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Unit 23, Patricia Way, Pysons Road Industrial Estate, Broadstairs, Kent on the fourteenth day of August, 1987, the subjoined Special Resolution was duly passed, viz:-

RESOLUTION

That the Nominal Capital of the Company be increased from £5,000.00 to £10,000.00 by the addition of a further 5,000 shares of £1 each to rank pari passu in all respects with the existing shares of the Company.

Signed

D. W. BAILEY
DIRECTOR

(Continued from page 60)



Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] []

1665150

Name of company

* TAM BERLEY LIMITED

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 14 AUGUST 1987 the nominal capital of the company has been
increased by £ 5000 beyond the registered capital of £ 5000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

THE ADDITIONAL SHARES WILL RANK PARI PASSU
IN ALL RESPECTS WITH THE EXISTING SHARES

Please tick here if
continued overleaf

☐

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

[Signature]

Designation†

DIRECTOR

Date 14. 8. 87

Presentor's name address and
reference (if any):

For official Use
General Section

Post room

[]

STANWICK DYER

ACCOUNTANTS

WE DYER FCA
PM STANWICK FAAI

13 MIDDLE ROW
MAIDSTONE
KENT
ME14 1TG

Telephone: (0622) 671009
Telex Number: 965726 GOLDYR G

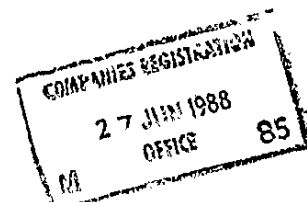
20th June 1988

16/5/88

I hereby resign as auditor to David Bailey Kitchens Ltd.

There are no circumstances connected with my resignation which I consider should be brought to the notice of the members or creditors of the company.


W E Dyer



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering.

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

1665150

Name of company

* DAVID BAILEY KITCHENS LIMITED

*Insert full name of company.

Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

Delete as appropriate.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 8

3. The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 8 1 9 9 1

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of _____

_____ company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate.

Signed L. Mackinnon

Designation: SECRETARY

Date 10 May 1991

Presenter's name, address, telephone number and reference (if any):

For official use
D.E.B.

Post room

COMPANIES HOUSE

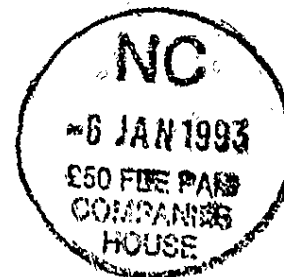
15 MAY 1991

M

62

Company No. 1665150

The Companies Act 1985



C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION

OF

DAVID BAILEY KITCHENS LIMITED

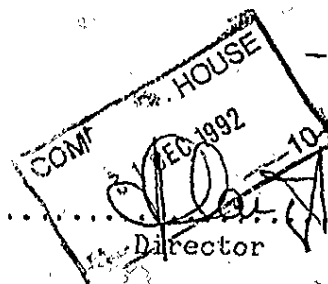
Passed 10th December 1992

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 10th day of December 1992, the sub-joined SPECIAL RESOLUTION was duly passed, viz:

CHANGE OF NAME

THAT the name of the Company be changed to:

DAVID BAILEY FURNITURE SYSTEMS LIMITED



Reg.

Company No. 1665150

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to S.141 (2))

OF

DAVID BAILEY KITCHENS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above named company, duly convened, and held on the 28th day of August 1992, the sub-joined SPECIAL RESOLUTION was duly passed, viz:

RESOLUTION

THAT the capital of the company be increased from £10,000 divided into 10,000 shares of £1 each to £300,000 by the creation of 290,000 new shares of £1 each. Of these new shares 200,000 shall be called preference shares to which shall be attached the special rights, privileges and restrictions following, that is to say:

- a) The right in a winding up to have the capital paid up thereon in priority to any payment of capital on the ordinary shares, but with no further or other right to participate in the profits or assets of the Company.
- b) The said shares shall not confer upon the holders thereof the right to receive notices of general meetings of the Company or to attend or vote thereat unless a resolution has been passed for the winding up of the Company.

.....
Chairman
23 JUN 1993
HOUSE

23.6.93
412



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

166 5150

Name of company

* DAVID BAILEY KITCHENS LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 28TH AUGUST 1992 the nominal capital of the company has been
increased by £ 290,000 beyond the registered capital of £ 10,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

AS PER THE ATTACHED RESOLUTION

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed X

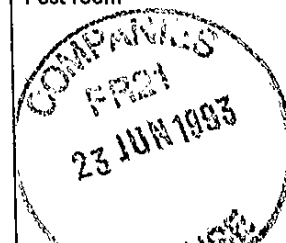
[Director][Secretary]† Date

28/8/92

Presentor's name address and
reference (if any):

For official Use
General Section

Post room



23.6.93
412