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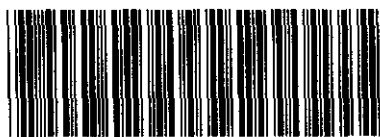
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4127082

The Registrar of Companies for England and Wales hereby certifies that
A.A.C. (SOUTHERN) LTD

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 18th December 2000



N04127082B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

A.A.C. (SOUTHERN) LTD

I,

WAHID RAJACK a Director of RAPID NOMINEES LTD

of

81a Corbets Tey Road, Upminster, Essex RM14 2AJ

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

81a Corbets Tey Road, Upminster, Essex RM14 2AJ

Day Month Year

On

0 | 4 | 1 | 2 | 2 | 0 | 0 |

① Please print name.

before me ①

C. FRANCIS VAZ

Signed

Date

04 12 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.

W.S. Rajack of Rapid Nominees Ltd

81a Corbets Tey Road, Upminster, Essex RM14 2AJ

Fax: 01708 225100 Tel 01708 225 025

DX number

DX exchange



Form revised June 1998

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

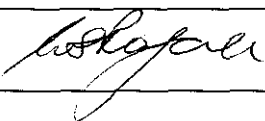
Directors (continued) (see notes 1-5)

	NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details		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"/>		
	Usual residential address		<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	<input type="text"/>	<input type="text"/>	<input type="text"/>
			Day	Month	Year
			<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"/>		
		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
Either

**an agent on behalf
of all subscribers**

Signed



Date

04 / 12 / 2000

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

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

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

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

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

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

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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

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

Company Name in full

A.A.C. (SOUTHERN) LTD



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

20 Manor Road,

Post town

North Lancing

County / Region

West Sussex

Postcode

BN15 0EY

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

RAPID COMPANY SERVICES LIMITED

Address

31a Corbets Tey Road

Post town

Upminster

County / Region

Essex

Postcode

RM14 2AJ

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.

W.S. RAJACK

Fax: 01708-225100

Tel: 01708-225025 Tel

DX number

DX exchange



A32
COMPANIES HOUSE

0078
13/12/00

Form revised March 1995

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

A.A.C. (SOUTHERN) LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

RAPID COMPANY SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address

81a Corbets Tey Road

Usual residential address

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

Post town

Upminster

County / Region

Essex

Postcode

RM14 2AJ

Country

UK

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

Consent signature

Authorised Signatory

Date

04 12 2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

RAPID NOMINEES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

81a Corbets Tey Road

Usual residential address

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

Post town

Upminster

County / Region

Essex

Postcode

RM14 2AJ

Country

UK

Day Month Year

Date of birth

Nationality

UK Registered

Business occupation

Limited Company

Other directorships

None

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

Consent signature

Authorised Signatory

Date

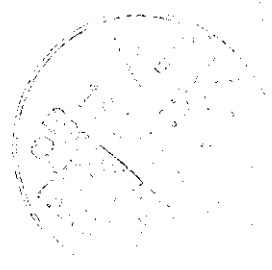
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4127082

THE COMPANIES ACT 1985

005477
005477



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

A.A.C. (SOUTHERN) LTD

1. The Company's Name is **A.A.C. (SOUTHERN) LTD**
2. The Company's Registered Office is to be situated in England and Wales.
- 3.1 a. The Object of the Company is to carry on business as a general commercial company.

b. Without prejudice to the object and powers of the Company pursuant to Section 3A of the Companies Act 1985 the Company has power to do the following:-

c. To carry on business as buyers, sellers, installers and maintainers of and dealers in air conditioning systems.

d. To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms, in all or any of its branches, any business undertaking, project or enterprise of any description whether of a private or public character and all or any trades processes and activities connected therewith or ancillary or complementary thereto.

e. To carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligations or undertaking and to manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which this company has a direct or indirect financial interest.



- 3.2 To carry on any other business which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company with a view directly or indirectly to enhancing the value of or to render profitable any of the Company's property, assets or rights or expertise.
- 3.3 To purchase or otherwise acquire and undertake all or any part of the business goodwill property and liabilities of any person, firm or company carrying on or proposing to carry on any business or possessed of property suitable for the purpose of the Company and as part of the consideration for such purchase or acquisition to undertake all or any of the liabilities of such person, firm or company.
- 3.4 To purchase, take on lease or in exchange, or by any other means acquire and take options over any real or personal property or any rights or privileges of any kind over or in respect of any property.
- 3.5 To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement or other association for sharing profits union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or Company and to give or accept by way of consideration for any acts or things aforesaid or property acquired shares, stock or securities that may be agreed upon with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stock or securities and to buy and sell foreign exchange.
- 3.6 To construct, develop maintain, improve, manage, exchange, rent, let on lease or otherwise mortgage, charge, dispose of or turn to account all or any rights or property of the Company.
- 3.7 To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) and to obtain from any such Government or Authority all rights, decrees, concessions, authorisations and privileges which the Company may think desirable and to carry out exercise and comply with the same.
- 3.8 To obtain, purchase or otherwise acquire and protect any concessions, contracts, licences, designs, trade marks, rights, patents, inventions, secret processes and privileges, exclusive or otherwise or any right or option in relation thereto. To disclaim, alter, modify, develop, improve, use and turn to account the same. To operate thereunder, manufacture under licence, grant licences or privileges in respect of the same. To register any trade mark, patents, patents rights, inventions, secret processes, licences and designs in any part of the world.
- 3.9 To pay out of capital and debit to capital account the interest on any debentures or other obligations of the Company and to pay interest on the paid up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company.
- 3.10 To apply for, promote and obtain any Act of parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for any other purpose which may seem calculated to promote the Company's interest and to oppose any proceedings or applications which may seem calculated to prejudice the Company's interest.
- 3.11 To promote or join in promoting any other Company for the purpose of acquiring all or any part of the business assets, or any property or undertaking or any rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this 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 other Company.

- 3.12 To pay for any rights or property acquired by the Company. To enter into any arrangement or contract with any person, firm or company for rendering services and to fix and determine their remuneration, which may be by way of money payment or allotment of the Company's shares credited either as fully or partly paid, or otherwise as may be considered expedient.
- 3.13 To sell, exchange, lease, grant licences, dispose of, turn to account or otherwise deal with the whole of the undertaking or any part of the business or property or assets of the company for such consideration as may be considered expedient and in particular for shares, stock debentures or securities of any Company purchasing the same.
- 3.14 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, and all or any expenses of any company formed or promoted by the Company.
- 3.15 To invest and deal with the monies of the Company not immediately required for any other purpose of the Company by the purchase of shares or securities or any Company or by the purchase of any interest in land or buildings and generally to subscribe for, take, purchase, or otherwise acquire, hold, sell deal with and dispose of shares, securities or obligations issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the World.
- 3.16 To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies, or shares or the performance of contracts or engagements of any other company, firm or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any such company, firm or person.
- 3.17 To provide security and to guarantee either by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance by the Company of any contract, obligation or liability of any company, firm or person which may become binding on it.
- 3.18 To draw, make, accept, endorse, discount, execute, negotiate and issue, and to buy, sell and deal with bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instrument or securities and to buy and sell foreign exchange.
- 3.19 To raise or borrow by any means or any manner and to secure the repayment of such money, or any money owing by mortgage, charge or other security, upon the whole or any part of the property and assets of the Company both present and future including any uncalled capital
- 3.20 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 person who are or were at any time in the employment 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 company as aforesaid and the wives, widows, families and dependants of any such persons and also establish support subsidise and subscribe to any charitable or public object, institutions, associations or clubs funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid either alone or in conjunction with any such other company as aforesaid.

- 3.21 To distribute among the members of the Company in specie or otherwise any property or assets of the Company subject to any consent required by law.
- 3.22 To sell, or otherwise dispose of all or any part of the Company upon such terms and for such consideration as the Company may think fit and in particular, for shares or debentures, debenture stock or other securities of any company purchasing the same.
- 3.23 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through subsidiary companies, agents, sub-contractors or trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects and shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which the same occur or by the name of the Company.

- 3.24 To do all such other things as may be deemed incidental or conducive to the attainment of the above mentioned objects or any of them.
4. The liability of the Members is limited.
5. The Authorised Share Capital of the Company is ~~£10,000~~ divided into ~~10,000~~ Ordinary Shares of £1.00 each.


The Subscriber to the Memorandum of Association wishes to be formed into a Company pursuant to this Memorandum and agree to take the Share shown opposite in his name.

NAME and ADDRESS of SUBSCRIBER

Number of Shares
taken by the
Subscriber

RAPID NOMINEES LIMITED

209a Station Lane
Hornchurch, Essex RM12 6LL


Authorised
signatory
of Rapid Nominees Ltd

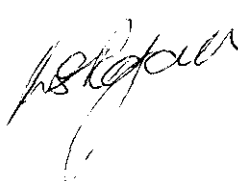
One

DATED the 7th day of November 2000

WITNESS to the above Signature:-

WAHID RAJACK ACIS

209a Station Lane
Hornchurch, Essex RM12 6LL



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

A.A.C. (SOUTHERN) LTD

PRELIMINARY

1. The regulations of the Company shall consist of:
 - (i) The following Articles:-
 - (ii) And the regulations contained in Table A in the Companies (Tables A - F) Regulations 1985 as amended by the Companies (Tables A - F) (amendment) Regulations 1985 as varied and excluded by the following Articles..
 - (iii) Terms defined in Table A shall have the same meaning in those Articles.
 - (iv) The following regulations of Table A shall not apply to the Company: 24, 41, 64, 73 - 80 inclusive, 89, 94 - 98 inclusive and 118.

ALLOTMENT OF SHARES

2.
 - (i) The Directors are generally and unconditionally authorised in accordance with Section 80 of the Act to exercise any power of the Company to allot shares in the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of 5 years from the date of incorporation.
 - (ii) The Directors may after the expiry of 5 years from the date of incorporation allot any shares in pursuance of any offer or agreement to do so made by the Company within that period.
 - (iii) Sections 89(1) and 90(1) to (6) inclusive of the act shall not apply to the Company.

(iv) Shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them unless the Company in general meeting shall by special resolution otherwise direct.

The offer shall be made by notice specifying the number of shares offered and stating a period (not less than 14 days) within which the offer may be accepted. After the expiration of that period shares not accepted shall secondly be offered in the above proportion to the Members who have accepted all shares offered to them; the second offer shall be made by notice on the same terms and state a similar period for acceptance as the first offer.

Any shares not accepted pursuant to the first or second offer or not capable of being offered except by way of fractions and any shares exempted from the provisions of this article by special resolution shall be under the control of the Directors who may allot grant options over or otherwise dispose of them to any persons on any terms and in any manner as they think fit provided that shares not accepted pursuant to the first offer shall not be disposed on terms which are more favourable than the terms on which they were offered to members.

PURCHASE OF OWN SHARES

3. Subject to the provisions of Section 162 of the Act the Company may with the sanction of an Ordinary Resolution purchase its own shares (including any redeemable shares) on such terms as the Directors may think fit and make a payment in respect of the redemption or purchase of such shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of Shares and subject to the provisions of Section 173 to 175 of the Act.

TRANSFER OF SHARES

4. The Directors may in their absolute discretion and without giving any reason refuse to register the transfer of a share whether or not it is a fully paid share.

NOTICE OF GENERAL MEETINGS

5. Every notice convening a General Meeting shall inform members of their rights to appoint proxies; and notice of all other communications relating to any General Meeting which any Member receives shall be sent to the Directors and to the Auditors for the time being.

QUORUM OF MEMBERS AND PROCEEDINGS AT GENERAL MEETINGS

6. (i) Two persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member or a duly authorised representative of a Corporation, shall be a quorum, except when the number of members of the Company shall be one that member present in person or by proxy shall be a quorum.

(ii) If a quorum is not present within half an hour from the time appointed for a general meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting it shall be dissolved.

(iii) Subject to the provisions of the act any resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a General Meeting of the Company.

VOTES OF MEMBERS AT GENERAL MEETINGS

7. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company, on a show of hands every Member personally present have one vote only and in the case of a poll every Member who is present in person or by proxy shall have one vote for each Ordinary Share held by him.

DIRECTORS

8. (i) A person may be appointed and remain as a director irrespective of his age. A Director shall not require any share qualification.
- (ii) The number of directors shall be determined by the Company in general meeting but unless and until so fixed the minimum number of directors shall be one and there shall be not maximum number.
- (iii) A sole director shall have authority to exercise all the powers and discretion's contained in Table A or these Articles expressed to be vested in the directors generally.
- (iv) The Directors may from time to time fix a quorum necessary for the transaction of business at their meetings and unless so fixed the quorum shall be two except when there is one director only of the Company for the time being when the quorum shall be one.
- (v) The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such condition as they determine, including authority for the agent to delegate all or any of his powers.
- (vi) Any resolution agreed by all the Directors via the telephone or through fax transmissions, or in writing signed by all the Directors, shall be as valid and effective as if the same had been passed at a Meeting of the Directors of the Company.

DIRECTORS' BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof or upon such other terms and in such a manner as they think fit, and subject to Section 80 and 80A of the act, create or grant any mortgage, charge or other security over its undertaking, property and uncalled capital, or any part thereof, and to issue memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.

DIRECTORS' INTERESTS

10. A Director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested directly or indirectly and be taken into account for the purposes of calculating the quorum present at the meeting at which such a contract or

the purposes of calculating the quorum present at the meeting at which such a contract or arrangement is considered and retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

DIRECTORS' GRATUITIES AND PENSIONS

11. The Directors may exercise the powers of the Company conferred by Clause 20 of the Memorandum and Regulation 87 of Table A to provide benefits for any Director or member of his family.

THE SEAL

12. The Company shall not need a common seal for business conducted in England and Wales. A document signed by a director and the secretary or two directors and expressed to be executed by the Company shall have the same effect as if it were under the company seal.


INDEMNITY

13. Subject to the Section 310 of the act every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the 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 to his office.

NAME and ADDRESS of SUBSCRIBER

RAPID NOMINEES LIMITED

209a Station Lane
Hornchurch, Essex RM12 6LL


Authorised
Signatory

DATED the 7th day of November 2000

WITNESS to the above Signatures:-

WAHID RAJACK ACIS

209a Station Lane
Hornchurch, Essex RM12 6LL

