

FILE COPY



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

Company No. 4763167

The Registrar of Companies for England and Wales hereby certifies that
A & B PLATINUM DECORATORS LIMITED

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

Given at Companies House, Cardiff, the 13th May 2003



N04763167L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

4763167

Company Name in full

A & B PLATINUM DECORATORS LIMITED

I,

HILARY KENDREW

of

16 ST PETER'S DRIVE, BAINWORTH, NOTTS

† 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

Hkendrew

Declared at

Barnfields Road, Leek, Staffs

Day Month Year

On

07 05 2003

• Please print name.

before me [†]

Nicholas John Chattaway

Signed

8

Date

7/5/03

† 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.

Tel	
DX number	DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

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



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.
CHWP000

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

A & B PLATINUM DECORATORS LIMITED

Proposed Registered Office

47 WOODRUFF CLOSE

(PO Box numbers only, are not acceptable)

PACKMOOR

Post town

STOKE ON TRENT

County / Region

STAFFORDSHIRE

Postcode

ST7 4UL

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

SHK

Address

23 GEORGE STREET

Post town

NEWCASTLE

County / Region

STAFFS

Postcode

ST5 1JX

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
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Tel

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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 B B PLATINUM DECORATORS LIMITED**

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s) **TRACEY**

Surname **NIXON**

Previous forename(s)

Previous surname(s)

Address **126 HARRISON ROAD**

Usual residential address

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

NORTON

Post town **STOKE ON TRENT**

County / Region **STAFFS** Postcode **ST6 8DA**

Country **ENGLAND**

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

Consent signature  Date **7/5/03**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s) **HILARY**

Surname **KENDREW**

Previous forename(s)

Previous surname(s)

Address **16 ST PETER'S DRIVE**

Usual residential address

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

RAINWORTH

Post town **MANSFIELD**

County / Region **NOTTS** Postcode **NG21 0BE**

Country **ENGLAND**

Day Month Year

Date of birth **1 7 0 5 1 9 5 9** Nationality **BRITISH**

Business occupation **BOOKKEEPER**

Other directorships **SHK ACCOUNTANCY SERVICES LTD**

RAINWORTH ACCOUNTANCY SERVICES LTD

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

Consent signature  Date **7/5/03**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
<small>* Voluntary details</small>	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"/>									
<small>For a corporation, give the registered or principal office address.</small>	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<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

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

1000/2

030406

100365/80

9 MAY

The Company Acts 1985 to 1989
Private Company Limited by Shares
MEMORANDUM OF ASSOCIATION
OF

A & B PLATINUM DECORATORS LIMITED

1. The company's name is "A & B PLATINUM DECORATORS LIMITED."
2. The company's registered office is to be situated in England and Wales.
3. The object of the company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The company's share capital is £1,000 divided into 1,000 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.

Signatures names and addresses of subscribers	Number of ordinary shares taken by each subscriber
---	--

Signature	<i>H Kendrew</i>	
Name	Hilary Kendrew	One ordinary share
Address	16 St Peter's Drive, Rainworth, Notts., NG21 0BE	

Signature	<i>Tracey Nixon</i>	
Name	Tracey Nixon	One ordinary share
Address	126 Harrison Road, Norton, Stoke on Trent, Staffs, ST6 8DA	

Total shares taken	<u>Two ordinary shares</u>
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Dated this 7th day of May 2003

Witness to the above signatures

Signature	<i>Angela Maria Salt</i>	
Name	Angela Maria Salt	
Address	The Villa, Commonsides, Boundary, Cheadle, Staffs, ST10 2NU	

The Company Acts 1985 to 1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

A & B PLATINUM DECORATORS LIMITED

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 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

SHARE CAPITAL

2. The directors of the company may (subject to regulations 3 and 4 (i) below and section 80 of the Act allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80 (2) of the Act) in the company on such terms and conditions and in such manner as they think proper.

3. a) The directors of the company are generally and unconditionally authorised during the period of five years from the date of incorporation of the company to allot, grant rights to subscribe for or conduct securities into shares in relation to the original shares in the authorised share capital of the company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act.

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

4. (i) Subject to any direction to the contrary that may be given by special resolution by the company in general meeting, any shares which do not comprise the original authorised share capital of the company shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer is not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.

4. (ii) In accordance with section 91 (1) of the Act, section 89 (1) and sections 90 (1) to (6) (inclusive) of the Act shall not apply to the company.

LIEN

5. (i) The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any member solely or registered in the names of two or more joint holders for all monies presently payable by him or his estate to the company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

5. (ii) Regulation 8 of Table A shall not apply to the company.

NOTICE OF GENERAL MEETING

6. (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days notice but a General Meeting may be called by shorter notice if it is so agreed:

(a) in the case of an Annual General Meeting, by the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent in nominal value of the shares giving that right.

6. (ii) the notice shall specify the time and place of the meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

6. (iii) all business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the report of the directors and auditors, and the appointment of and the fixing of the remuneration of the auditors.

6. (iv) Subject to the provisions of articles and to prevent any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the company or of separate General Meetings of the holders of any class of share capital of the company shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors of the company for the time being.

6. (v) Regulation 38 of Table A shall not apply to the company.

PROCEEDINGS AT GENERAL MEETINGS

7. (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. 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.

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

7. (iii) Regulations 40 and 41 of Table A shall not apply to the company.

NUMBER OF DIRECTORS

8. (i) Unless otherwise determined by ordinary resolution in General Meeting of the company the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one. If and so long as the minimum number of directors shall be one, a sole director may exercise all the authorities and powers which are vested in the directors by Table A and by these article. Regulation 89 of Table A shall be modified accordingly.

8. (ii) Regulation 64 of table A shall not apply to the company.

APPOINTMENT OF DIRECTORS

9. The first directors of the company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

10. No person shall be appointed a director at any General Meeting unless:

(a) he is recommended by the directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a member qualified to vote at the General Meeting has been given to the company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

11. Subject to regulation 10 above, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

12. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors.

13. The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the company.

DIRECTORS GRATUITIES AND PENSIONS

14. Regulation 87 of Table A shall not apply to the company.

PROCEEDINGS OF DIRECTORS


15. (i) A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, 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.

15. (ii) Regulations 94 to 96 (inclusive) of Table A shall not apply to the company.

SECRETARY

16. The Secretary or Joint-Secretary of the company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

Signatures names and addresses of subscribers

Signature 

Name Hilary Kendrew

Address 16 St Peter's Drive, Rainworth, Notts., NG21 0BE

Signature



Name Tracey Nixon

Address 126 Harrison Road, Norton, Stoke on Trent, Staffs, ST6 8DA

Dated this 7th day of May 2003

Witness to the above signatures

Signature 

Name Angela Maria Salt

Address The Villa, Commonside, Boundary, Cheadle, Staffs, ST10 2NU