FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4842530

The Registrar of Companies for England and Wales hereby certifies that A & A SECURITY INSTALLERS 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 23rd July 2003



N04842530D





DX 235 Edinburgh



Declaration on application for registration

Please complete in typescript, or in bold black capitals.				
CHFP000				
Company Name in full	A & A SECURITY INSTALLERS LIMITED			
· 1,	KEITH STEPHEN DUNGATE An authorised signatory of L. & A Secretarial Limited			
of	188 BRAMPTON ROAD, BEXLEYHEATH, KENT, DA7 4SY			
† Please delete as appropriate.	do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of 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	41 TABERNACLE STREET, LONDON, EC2A 4AA			
	Day Month Year			
On	2 1 0 7 2 0 0 3			
Please print name. before me	SARAH COLCY			
·	3,13,1,(3,03,1			
Signed	Date 21st July 2003			
XXX	† A Commissioner for Oaths or Notary Public or Justice of the Reace 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			
Con This fo A39 *A9LITHUS** 0720	en you have completed and signed the form please send it to the gistrar of Companies at: mpanies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff companies registered in England and Wales			
Form revised June 1996 22/07/03	Jompanies House, 37 Castle Terrace, Edinburgh, EH1 2EB			

for companies registered in Scotland



for the record —

Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

HFP000				
lotes on completion appear on final page				
Company Name in full	A & A SECURITY INSTALLERS LIMITED			
Proposed Registered Office	31 CORSHAM STREET			
O Box numbers only, are not acceptable)				
Post town	LONDON			
County / Region	- 11 14 Pr 79 In .	1177	Postcode	N1 6DR
the memorandum is delivered by an agent rethe subscriber(s) of the memorandum ark the box opposite and give the agent's				
me and address. Agent's Name		L & A Fo	rmations	
Address	31 Corsham Street			
Post town		London		
County / Region			Postcode	N1 6DR
Number of continuation sheets attached			_}	
ease give the name, address, lephone number and, if available, DX number and Exchange of e person Companies House should		· · · · · · · · · · · · · · · · · · ·		
ontact if there is any query.		Tel	020 7250 310	7
	DX number	DX exc	hange	

A39 **A9L COMPANIES HOUSE Form revised July 1998 0719 22/07/03

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff or companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)				
Company name				
NAME *Style / Title	LIMITED COMPANY *Honours etc			
* Voluntary details Forename(s)				
Surname	L & A SECRETARIAL LIMITED			
Previous forename(s)				
Previous surname(s)				
Address	31 CORSHAM STREET			
Usual residential address For a corporation, give the				
registered or principal office address. Post town	LONDON			
County / Region	Postcode N1 6DR			
Country	ENGLAND			
	I consent to act as secretary of the company named on page 1			
Consent signature	Date 1/1/03			
Directors (see notes 1-5) Please list directors in alphabetical order	4 120			
NAME *Style / Title	LIMITED COMPANY *Honours etc			
Forename(s)				
Surname	L & A REGISTRARS LIMITED			
Previous forename(s)				
Previous surname(s)				
Address	31 CORSHAM STREET			
Usual residential address For a corporation, give the				
registered or principal office address. Post town	LONDON			
County / Region	Postcode N1 6DR			
Country	ENGLAND			
	Day Month Year			
Date of birth	Nationality UK REGISTERED			
Business occupation	COMPANY REGISTRATION AGENT			
Other directorships	NONE			
	I consent to act as director of the company named on page 1			
Consent signature	Date 1) 1/03			

Directors (continued) (see notes 1-5) NAME *Style / Title *Honours etc Forename(s) * Voluntary details Surname Previous forename(s) Previous surname(s) **Address** Usual residential address For a corporation, give the registered or principal office address. Post town Postcode County / Region Country Day Month Year Date of birth **Nationality Business occupation** Other directorships I consent to act as director of the company named on page 1 **Date** Consent signature This section must be signed by Either an agent on behalf Signed Date 1/4/93 of all subscribers Or the subscribers Signed **Date** (i.e those who signed Signed Date as members on the memorandum of association). Signed Date Signed **Date** Signed **Date** Signed Date

Notes

 Show for an individua! 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).

- 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.

 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors. 484253000400085



COMPANY LIMITED BY SHARFS

A9LIBM2

A39 COMPANIES HOUSE 0721 22/07/03

MEMORANDUM OF ASSOCIATION

of

059157 059157

A & A SECURITY INSTALLERS LIMITED

- 1. The Company's name is "A & A SECURITY INSTALLERS LIMITED"
- 2. The Company's registered office is to be situated in England and Wales.
- 3. The Company's objects are:-



- (A)(1) To carry on all or any part of the business or businesses as organisers and operators of any form of security service or activity designed to protect and safeguard persons property or vehicles of any sort with particular emphasis on fire and security alarms of all kinds and of designs and systems now known or hereinafter devised and as consultants and therefor specialising in building and vehicle protection and thief-proofing systems and devices; as designers manufacturers buyers mail order specialists sellers suppliers and distributors of any electrical electronic or mechanical device apparatus and ancillary equipment appertaining to any of the above and to buy sell hire hire out rent install repair service maintain all or any of the above and including any other security device alarm apparatus component or accessory fire warning systems or otherwise to offer the service of security guards guard-dogs bodyguards escorts couriers and protected delivery service for cash wages items or otherwise all as the company sees fit.
- (2) To generally deal with goods products and materials of every description required for any of the above businesses and to assemble process buy sell alter improve manipulate prepare for market and otherwise deal with them and to demonstrate contract advertise finance insure and underwrite in relation thereto and to do all or any of the above acting as principals agents factors contractors appointees assignees lessors lessees or otherwise either in the United Kingdom or elsewhere.

- (B) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the other objects of the Company.
- (C) To purchase, sell, exchange, improve, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easement, rights, privileges, or other property, chattels and effects or any interest or right in relation thereto.
- (D) To erect, pull down, repair, alter, develop, construct, lay down, enlarge, maintain or otherwise deal with any buildings, factories, stores, shops, plant and machinery, road, railways, tramways, sidings, bridges, reservoirs and works necessary or convenient for the Company's business and to contribute to the performance of any of the above.
- (E) To purchase or otherwise acquire all or any part of the business or assets or any person, firm or company, carrying on or formed to carry on any business which the company is authorised to carry on or possessed of property of any description suitable to the purpose of the Company, and to pay cash or to issue any shares, stocks, debentures, or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (F) To apply for, purchase or otherwise acquire and hold or deal in any manner with any patents, licences, concessions, secret processes or other property which may seem to the Company capable of being dealt with by or to be beneficial or convenient to the pursuit of any trade or business of the Company and to grant rights and interests thereof.
- (G) To sell, improve, let, licence, develop, manage, turn to account, exchange, grant royalty, share of profits or otherwise, grant easement and other rights in and over and in any other manner deal with or dispose of the undertaking or any part thereof and all or any of the property and assets for the time being of the Company on such terms and for such consideration as the Company may approve.
- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may from time to time be determined.
- (I) To lend money to any person, firm or company upon such terms and with or without security and subject to such conditions as may from time to time be determined.

- (J) To give all kinds of indemnities either with or without the Company receiving any consideration or advantage and to guarantee the payment of the capital or principal (together with any premium) of any debentures, debenture stock, bonds, mortgages, charges, obligations, dividends, securities, moneys or shares or interest thereon, or the performance of any contracts or engagements of any person, firm or company.
- (K) To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's undertaking or property and by reissuing any debenture at any time paid off, and by becoming a member of any building society.
- (L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either, permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (M) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons, firms, or companies having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly.
- (N) To pay for any property or rights of any description acquired by the Company either in cash, by instalments, or otherwise, of fully or partly paid-up shares, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly, in one way and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights of any description sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or companies, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable instruments.

- (Q) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other interest in or obligations or any other company or corporation.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
- (S) To establish or promote or join or assist in establishing or promoting any other company or companies for the purpose of acquiring all or any of the assets and liabilities of the Company or for any other purpose the promotion of which shall be in any manner calculated or appear to the Company to advance directly or indirectly the objects or interests of the Company.
- (T) To amalgamate with any other company or companies whose objects are or include objects similar to those of the Company or any of them, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company or companies as aforesaid, with or without winding up by sale or purchase (for fully of partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company whose objects are or include objects similar to those of the Company or any of them.
- (V) To establish, support and maintain and to aid and procure the establishment, support and maintenance of any non-contributory or contributory pension or superannuation funds or other trust funds or funds calculated to benefit, and give or procure the giving of donations, gratuities, pensions, allowances, or enrolments to any persons who are or were at anytime employed by or in the service of the Company (including any Director holding a salaried office or employment in the Company) or of any other company which is for the time being the Company's holding company, or a subsidiary of the Company (as defined by s.736 of the Companies Act 1985) or the families and dependants of such persons, and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance interests and well-being of the Company or of any such other companies or persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.
- (W) To subscribe or guarantee money for or organise, assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may appear to further, whether directly or indirectly, the objects of the Company or the interests of its members or employees.

- (X) To pay out of the funds of the Company all costs and expenses of and incidental to the formation and registration of the company and the issue of its capital and debentures including brokerage and commission, and to remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (Y) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their families, dependants and connections.
- (Z) To distribute among the members in specie any property of the Company, or any proceed of sale or disposal of any property of the Company.
- (AA) To do all or any of the things authorised by this Memorandum in any part of the world, and either as principals or as agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- (BB) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company, and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Names and Addresses of Subscribers

Number of Shares taken by each Subscriber

KEITH STEPHEN DUNGATI

188 BRAMPTON ROAD BEXLEYHEATH KENT DA7 4SY **ONE**

TOTAL SHARES TAKEN

ONE

DATED: the 1st day of July 2003

Witness to the above signatures:-

BILL LAWRENCE

83 COMPTON PLACE ERITH

KENT DA8 1RY

THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION

of

A & A SECURITY INSTALLERS LIMITED

PRELIMINARY

- 1.(1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.
- (2) The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 41, 46, 48, 64, 67, 73 to 77, 80, 94 to 97 and 101.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

- 3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59, and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.
- 4.(1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit;

- (2) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority;
- (3) Unless and until the authority conferred by (2) above is revoked, renewed or varied,
- (a) the maximum amount or relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of incorporation of the Company.
- (b) such authority shall expire on the fifth anniversary of the date of incorporation of the Company.

REDEMPTION OF SHARES

5. Subject to the provisions of the act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

LIEN

- 6. The lien conferred by Regulation 8 of Table A shall also attach to;
 - (a) fully paid shares;
 - (b) all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Regulation 24 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8.(1) If the quorum prescribed by Regulation 40 of Table A 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.

- (2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.
- 9.(1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
 - (2) A poll may be demanded:-
 - (a) by the Chairman; or
 - (b) by the member (present in person or by proxy) having the right to attend and vote at the meeting, or
 - (c) by duly authorised representative of a corporation.
 - (3) The demand for a poll may, before the poll is taken, be withdrawn.
- (4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
- 10. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a Special Resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

- 11. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.
- 12.(1) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may;-
- (a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or
- (b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- (2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

- 13.(1) The number of Directors shall be not more than seven but need not exceed one.
- (2) If so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A.

DIRECTORS

14. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and clauses 73 to 77 (inclusive) of Table A shall not apply to any Permanent Director.

ALTERNATE DIRECTORS

15. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

POWERS OF DIRECTORS

16. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertakings and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PROCEEDING OF DIRECTORS

- 17. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.
- 18. For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter, telex, cable or other similar means.
- 19. If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal as affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

20. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

INDEMNITY

21. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him, as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

KEITH STEPHEN DUNGATE

188 BRAMPTON ROAD BEXLEYHEATH KENT DA7 4SY

DATED: the 1st day of July 2003

Witness to the above signatures:-

BILL LAWRENCE 83 COMPTON PLACE ERITH

KENT DA8 1RY