

436411
Certificate No. _____

Form No. 41.

"THE COMPANIES ACT, 1929."



A Co.
Companies
Reg. stamp
For Stamp
must be
inserted
here.

Declaration of Compliance

with the requirements of the Companies Act, 1929, made pursuant to S. 15 (9) of the said Act, on behalf of a Company proposed to be registered as E. C. & F. A.

Jarvis LIMITED.

I Ernest Charles Jarvis
of 4 West Common Way, Harpenden in the County of
Hertford Builder & Contractor

Do solemnly and sincerely declare that I am a person named in the
Articles of Association as a Director

of E. C. & F. A. Jarvis Limited,

and That all the requirements of the Companies Act, 1929, in respect of matters precedent to the registration of the said Company 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 Harpenden in the
County of Hertford

the 16th day of December
one thousand nine hundred and forty six
before me, [Signature]

A Commissioner for Oaths.

[Signature]

Presented for registration by _____
SHAW & BLAKE, LTD.
15, Bell Yard, Temple Bar,
LONDON, W.C.2.

TELEPHONE: HOLBORN 5355 (3 lines).

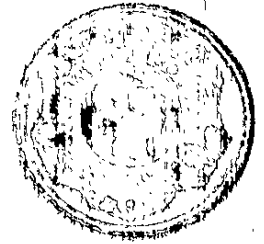
TELEGRAMS: "DUNTERTIME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2

No. of Certificate

Form No. 35.

THE COMPANIES ACT, 1929.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF

G. C. & F. A. James

LIMITED,

is *Twenty four thousand* Pounds, divided
into *8000 Preference* Shares of *One pound* each.
16000 Ordinary

Signature

[Signature]

Description

Director

(State whether Director or Secretary)

Dated the

16th

day of

December

19*46*

Presented for registration by

SHAW & BLAKE, Ltd.

21, Abchurch Lane, London, E.C. 4.

[Signature]

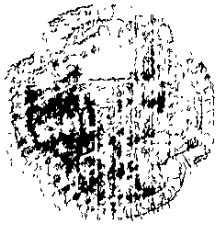
TELEPHONE: HOLBORN 3825 (3 lines).

TELEGRAMS: "DUNTERTYKE, EDINBURGH, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

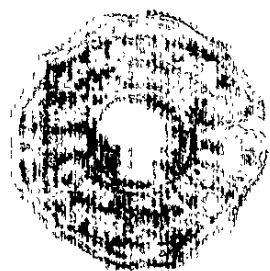
8, Bell Yard, Temple Bar, London, W.C. 2



THIS CONTRACT IS MADE

THIS CONTRACT IS MADE

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

E. C. & F. H. JARVIS LIMITED.

1. The name of the Company is "E. C. & F. H. JARVIS LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(a) To acquire and take over as a going concern the business of builders and contractors carried on by Ernest Charles Jarvis, Frank Herbert Jarvis, Geoffrey Keith James Jarvis and Frank Anthony Jarvis under the style of "E. C. & F. H. Jarvis," at Harpenden, in the County of Hertford, and all or any of the assets and liabilities thereof and for that purpose to enter into and carry into effect with such modifications whether before or after execution as may be agreed upon the Agreement mentioned in Article 3 of the Articles of Association of the Company.

(b) To carry on the business of builders, contractors and decorators, glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shop fitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers and cartage contractors, and to undertake the erection or demolition, construction, maintenance, repair, decoration

and cleansing of buildings, erections, constructions and works of all kinds, and to manufacture and deal in builders', contractors' and decorators' plant, tools, materials and requisites of every description, and sanitary, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds, and to buy, take on lease or otherwise acquire land for the purposes of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, water-works and other works, and to sell, let on lease and otherwise turn to account such land, and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, any property, real or personal, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise, letters patent, brevets d'invention, licenses, concessions, secret processes and inventions, and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof, or to amalgamate with any such company, firm or person.
- (h) To sell the whole or any part of the undertaking or the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise, and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.

All of
separate
objects
other o

- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company, and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees, and Directors and ex-Directors or other officers or ex-officers of the Company, their widows, children, and dependants, and to subscribe to benevolent and other funds for the benefit of any such persons, and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company, and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner, and in particular to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world, either as principal or agent, and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £24,000, divided into 8,000 preference shares of £1 each and 16,000 ordinary shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

WE, the several persons whose names, addresses and descriptions 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
Ernest Charles Jarvis 4 West Common Way Harpenden Builder & Contractor	One
Frank Herbert Jarvis Timberd Redbourn Lane Harpenden Builder & Contractor	One

DATED the 16th day of December 1946.

WITNESS to the above signatures:—

H. J. Loe

2 Vaughan Road

Harpenden

Incorporated Accountant.



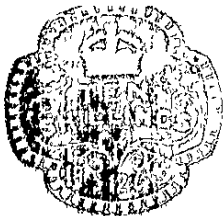
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THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

E. C. & F. H. JARVIS LIMITED.

PRELIMINARY.

1. The regulations set out in Table A in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 69, 72, 101, 104 and 107 of Table A shall not apply to the Company.

3. The Company shall forthwith enter into an Agreement with Ernest Charles Jarvis, Frank Herbert Jarvis, Geoffrey Keith James Jarvis and Frank Anthony Jarvis and the Directors shall carry the said Agreement into effect with such modifications either before or after the execution thereof as they shall from time to time in their absolute discretion think fit. The basis on which the Company is established is that the Company shall acquire the property comprised in the said Agreement on the terms and subject to the conditions therein contained subject to any such modifications as aforesaid.

PRIVATE COMPANY.

4. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the employment of the Company

SHAW & BLAKE, Ltd.
101 York, Temple Bar,
LONDON, W.C.2.

and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES.

5. The initial capital of the Company is divided into 8,000 preference shares of £1 each and 16,000 ordinary shares of £1 each. The holders of the said preference shares shall be entitled to a fixed cumulative preferential dividend of £5 per centum per annum on the capital paid up or credited as paid up thereon and, in a winding up, to repayment of capital in priority to all other shares for the time being forming part of the capital of the Company, but to no other right of participation either in profits or assets.

6. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

7. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent. of the price at which the shares are issued.

8. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable interest, in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

TRANSFER OF SHARES.

9. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company

in respect thereof and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such evidence as the Directors may reasonably require to shew the right of the transferor to make the transfer.

10. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made without the previous sanction of the Directors and the Board of Directors may, without assigning any reason refuse to register any transfer of shares. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

PROCEEDINGS AT GENERAL MEETINGS

11. Subject to the provisions of Section 117 (2) of the Act. relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, two members personally present shall be a quorum.

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent. of the paid up capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

14. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

DIRECTORS.

15. The number of Directors shall not be less than two or more than five and the first Directors shall be Ernest Charles Jarvis and Frank Herbert Jarvis, both of Harpenden, Geoffrey Keith James Jarvis, of 25, Hill Street, St. Albans, and Frank Anthony Jarvis, of Harpenden.

16. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS.

17. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated:—

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.
- (e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

19. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

20. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

21. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS.

22. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

23. The Directors may from time to time entrust to and confer upon the Managing Director or Directors as a Committee all or any of the powers of the Directors (excepting the power to make calls, issue, allot or forfeit shares, borrow money or issue debentures) as they shall see fit.

INDEMNITY.

24. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES.

25. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom. No other persons shall be entitled to receive notices of General Meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ernest Charles Jarvis
4 West Common Way
Harpender

Builder & Contractor

Frank Herbert Jarvis
Timbers Redbourn Lane
Harpender

Builder & Contractor

DATED this 16th day of December 1946.

WITNESS to the above signatures:—

H. J. Fox

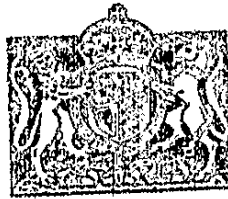
2 Vaughan Road

Harpender

Incorporated Accountant.

DUPLICATE FOR THE FILE

No. 42647Y



Certificate of Incorporation

I Herewith Certify, That

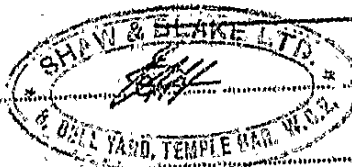
E.C. & F.H. JARVIS LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this thirtieth day of
December One Thousand Nine Hundred and Forty-Six.

[Signature]
Registrar of Companies

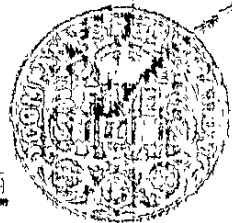
Certificate
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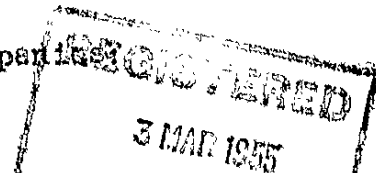
Date 30/12/46

116 1847
E. C. & F. H. Jarvis Limited

Special Resolution passed 2nd March 1955



To the Registrar of Joint Stock Companies



Notice is hereby given that at a General Meeting of the Members of E.C. & F.H. Jarvis Limited duly convened and held at Harpenden in the County of Hertford on the Second day of March 1955, it was unanimously Resolved that:-

"Article 66 of Table A of the Companies Act 1929 shall no longer apply to the Company and that Article 77 of Table A of the Companies Act 1948 "the shareholding qualification of Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required" shall be substituted".

E. Jarvis

Chairman.

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Chambers
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E.C. & F.H. Jarvis Limited

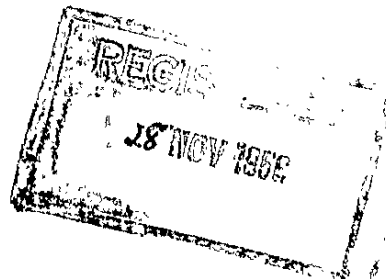
SPECIAL RESOLUTION
passed 27th November 1956.



the Registrar of Companies:

NOTICE IS HEREBY GIVEN that at a General Meeting of the
Members of E.C. & F.H. Jarvis Limited duly convened and held
at Harpenden in the County of Hertford on Tuesday the 27th day
of November 1956 it was unanimously RESOLVED that the name of
the Company be changed to JARVIS (HARPENDEN) LIMITED.

Chairman.



28 NOV 1956

16/11/56
C. J. Jarvis
4

3772

Company Number 426477

B

Reference: C.R. 98/759/56

BOARD OF TRADE,

COMPANIES ACT, 1948



E. G. & F. H. JARVIS Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to JARVIS (HARPENDEN) LIMITED

3 DEC 1956

Signed on behalf of the Board of Trade
day of December 1956.

this third

Authorised in that behalf by the
President of the Board of Trade.

No. C. 60.

(S3882) Wt. 39/23-3561 3M. 9/55

DUPLICATE FOR THE FILE.

No. 426477/23



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that
E.O. A.E.H. JARVIS LIMITED

having, with the sanction of a Special Resolution of the said Company and
 with the approval of the BOARD OF TRADE, changed its name, is now called
JARVIS (HARPENDEN) LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this... **third** ... day of
December... One thousand nine hundred and fifty... **six.**

R. J. [Signature]
 Registrar of Companies.

Certificate received by *Porter*

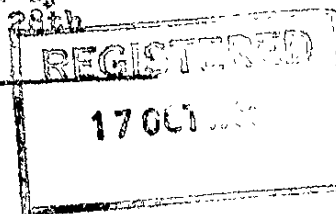
Date

4066

426477/39

JARVIS (HARPENDEN) LIMITED

NOTICE to THE REGISTRAR OF COMPANIES
of a Special Resolution passed by
Jarvis (Harpenden) Limited on 28th
September 1966.

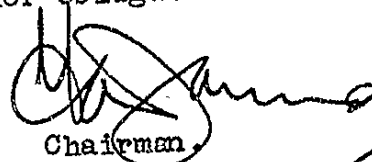


7/29

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be altered
by inserting the following new sub-clause (t) in Clause 3
thereof:-

"To borrow or raise or secure the payment of money in
such manner and upon such terms as the Company may
think fit and to enter into any guarantees, contract
of indemnity or suretyship whether by personal
covenant or otherwise and in particular but without
limiting the generality of the foregoing to guarantee
the payment of any money secured by or payable under
or in respect of any shares, debentures, charges,
contracts or securities or obligations of any kind
of any person, firm, authority or company, British or
foreign, including in particular but without limiting
the generality of the foregoing, any company which is,
(within the meaning of Section 154 of the Companies
Act, 1948, or any statutory re-enactment or
modification thereof) in relation to the Company a
subsidiary or a holding company or a subsidiary of
any such holding company and for any of such purposes
to mortgage or charge the undertaking and all or any
part of the property and rights of the Company both
present and future, including redeemable debentures
or debenture stock, bonds or other obligations."


Chairman.

426477/40

THE COMPANIES ACT
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

JARVIS (HARPENDEN) LIMITED

(As altered by Special Resolution
passed on 28th September, 1966.)

1. ✓ The name of the Company is "E.C. & F.H. JARVIS LIMITED".
2. ✓ The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(a) ✓ To acquire and take over as a going concern the business of builders and contractors carried on by Ernest Charles Jarvis, Frank Herbert Jarvis, Geoffrey Keith James Jarvis and Frank Anthony Jarvis under the style of "E.C. & F.H. Jarvis," at Harpenden, in the County of Hertford, and all or any of the assets and liabilities thereof, and for that purpose to enter into and carry into effect with such modifications, whether before or after execution as may be agreed upon the Agreement mentioned in Article 3 of the Articles of Association of the Company.

(b) ✓ To carry on the business of builders, contractors and decorators, glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shopfitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers, and cartage contractors, and to undertake the erection or demolition, construction, maintenance, repair, decoration and cleansing of buildings, erections, constructions and works of all kinds, and to manufacture and deal in builders', contractors' and decorators' plant, tools, materials and requisites of every description, and sanitary, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds, and to buy, take on lease or otherwise acquire land for the purpose of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, waterworks and other works, and to sell, let on lease and otherwise turn to account such land, and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.

* Name changed to JARVIS (HARPENDEN) LIMITED with the approval of the Board of Trade on 3rd December 1956.

- (c) ✓ To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company. ✓
- (d) ✓ To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company. ✓
- (e) ✓ To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company. ✓
- (f) ✓ To invest the money of the Company in any manner that the Company may think fit. ✓
- (g) ✓ To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person. ✓
- (h) ✓ To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration. ✓
- (i) ✓ To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company. ✓
- (j) ✓ To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others. ✓
- (k) ✓ To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities. ✓
- (l) ✓ To draw, make, endorse, accept, discount and negotiate bills, notes, warrants and negotiable instruments of all kinds. ✓
- (m) ✓ To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing

of any such shares, stock, debentures, debenture stock or other obligation. ✓

- (n) ✓ To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object. ✓
- (o) ✓ To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company. ✓
- (p) ✓ To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions. ✓
- (q) ✓ To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights. ✓
- (r) ✓ To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company. ✓
- (s) ✓ To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company. ✓
- KK (t) ✓ To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantees, contract of indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 154 of the Companies Act, 1948, or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, including redeemable debentures or debenture stock, bonds or other obligations. ✓

✓ All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. ✓ The liability of the members is limited. ✓

5. ✓ The share capital of the Company is £24,000, divided into 8,000 preference shares of £1 each and 16,000 ordinary shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company. ✓

WE, the several persons whose names, addresses and descriptions 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
ERNEST CHARLES JARVIS 4, West Common Way, Harpenden. Builder & Contractor.	One
FRANK HERBERT JARVIS Timbers, Redbourn Lane, Harpenden. Builder & Contractor.	One

DATED this 16th day of December, 1946.

WITNESS to the above signatures :-

H.J. COX
2, Vaughan Road,
Harpenden.

Incorporated Accountant.

We hereby certify that this print has
been produced by Type - Monography
GOLD TONER AND GENERAL TYPEWRITING CO. LTD.

H. D. [Signature] DIRECTOR
3, NEW SQUARE, LINCOLN'S INN, W.C.2.

This is a true and exact copy of the
Memorandum of Association as altered
by Special Resolution passed on 28th
September 1966.

For and on behalf of
JARVIS (HARPENDEN) LIMITED



Director

THE COMPANIES ACTS 1948 TO 1976COMPANY LIMITED BY SHARESSPECIAL AND ORDINARY RESOLUTIONS

- of -

JARVIS (HARPENDEN) LIMITEDPassed 22nd March 1978

At an Extraordinary General Meeting of the abovenamed Company duly convened and held at 212 Station Road, Harpenden, Herts. on Wednesday 22nd March 1978 the following Resolution numbered 1 was duly passed as a Special Resolution and the Resolutions numbered 2 and 3 were duly passed as Ordinary Resolutions:-

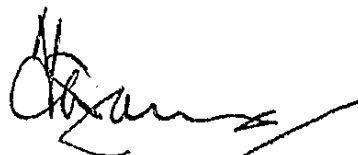
1. THAT the following new Article be inserted as Article 17A:-

"17A. The Company in General Meeting may at any time and from time to time on the recommendation of the Board pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend and (a) for the time being standing to the credit of any reserve fund or reserve account of the Company, including (subject to the provisions of Section 56 of the Companies Act 1948), premiums received on the issue of any shares or debentures of the Company, or any sum arising from any operation creating an excess of assets on capital account or (b) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the holders of Ordinary Shares in the shares and proportions in which they would have been entitled thereto had the same been distributed by way of dividend on such shares, and in such manner as the resolution may direct, and such resolution shall be effective and the Board shall in accordance with such resolution apply such in paying up in full (or, with the consent of all such holders of Ordinary Shares, in part) any uncalled shares or debentures or other obligations of the Company on behalf of such holders of Ordinary Shares and appropriate such shares or debentures or other obligations and distribute the same credited as fully paid up (or, as the case may be, partly paid up) amongst such holders of Ordinary Shares in the shares and proportions aforesaid in satisfaction of their shares and interests in the said capitalised sum, or shall apply such sum or any part thereof on behalf of the holders of Ordinary Shares entitled thereto in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued shares held by such shareholders."



or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution the Board may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any shares or debentures or other obligations, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures or other obligations in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Board. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall in accordance with the Act be delivered to the Registrar of Companies for registration, and the Board may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective."

2. THAT the capital of the Company be increased from £24,000 divided into 16,000 Ordinary Shares of £1 each and 8,000 Preference Shares of £1 each to £100,000 by the creation of 76,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of the Company.
3. UPON the recommendation of the Directors it is desirable to capitalise the sum of £84,000 being as to £17,777 the amount standing to the credit of the Capital Reserve of the Company and as to £66,223 part of the Revenue Reserve of the Company and, accordingly, that such sum be set free for distribution amongst the Members registered at the close of business on the 21st day of March 1978 as the holders of the existing issued Ordinary Shares of £1 each in the capital of the Company (all of which shares are fully paid up) in the proportions in which such Members would have been entitled thereto if the same had been distributed by way of dividend on the said issued Ordinary Shares of £1 each, on condition that such sum be not paid in cash but be applied on behalf of such Members in paying up in full at par 84,000 unissued Ordinary Shares of £1 to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion of twenty-one new Ordinary Shares for every two Ordinary Shares then held by them respectively (such new Ordinary Shares so allotted and distributed to rank pari passu in all respects with the existing Ordinary Shares).



CHAIRMAN

22.11.78.

Certified prepared by the Xerox method.



Handwritten signature

No. of Company.....426477/63

THE COMPANIES ACTS 1948 to 1967**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

JARVIS (HARPENDEN)

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an Ordinary Resolution of the Company dated the
twenty-second day of March 1978 the nominal capital of the
Company has been increased by the addition thereto of the sum of £76,000
beyond the registered capital of £24,000.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
76,000	Ordinary	£1

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

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The new Ordinary Shares rank pari passu with the
existing Ordinary Shares of the Company.

Signature.....State whether Director } Director
or Secretary }

Dated the 10th day of April 1978

Presented by

Presentor's Reference.....CL/RH

Warren Murton & Co.

19 Harley Street,

London W1N 2DT.



Company Number 426 477

84

SPECIAL RESOLUTION

of

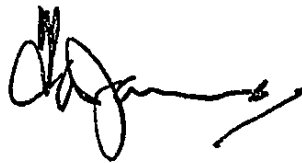
JARVIS (HARPENDEN) LIMITED

Passed on 11th September 1985

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Jarvis House 212 Station Road Harpenden on 11th September 1985 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company.

SPECIAL RESOLUTION

THAT the maximum number of Directors of the Company be increased to eight and that Clause 15 of the ARTICLES of Association be amended accordingly.



Chairman



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

E. C. & F. H. JARVIS LIMITED.

PRELIMINARY.

1. The regulations set out in Table A in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 69, 72, 101, 104 and 107 of Table A shall not apply to the Company.

3. The Company shall forthwith enter into an Agreement with Ernest Charles Jarvis, Frank Herbert Jarvis, Geoffrey Keith James Jarvis and Frank Anthony Jarvis and the Directors shall carry the said Agreement into effect with such modifications either before or after the execution thereof as they shall from time to time in their absolute discretion think fit. The basis on which the Company is established is that the Company shall acquire the property comprised in the said Agreement on the terms and subject to the conditions therein contained subject to any such modifications as aforesaid.

PRIVATE COMPANY.

4. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the employment of the Company



and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES.

5. The initial capital of the Company is divided into 8,000 preference shares of £1 each and 16,000 ordinary shares of £1 each. The holders of the said preference shares shall be entitled to a fixed cumulative preferential dividend of £5 per centum per annum on the capital paid up or credited as paid up thereon and, in a winding up, to repayment of capital in priority to all other shares for the time being forming part of the capital of the Company, but to no other right of participation either in profits or assets.

6. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

7. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent. of the price at which the shares are issued.

8. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

TRANSFER OF SHARES.

9. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company in respect thereof

and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such evidence as the Directors may reasonably require to shew the right of the transferor to make the transfer.

10. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made without the previous sanction of the Directors and the Board of Directors may, without assigning any reason refuse to register any transfer of shares. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

PROCEEDINGS AT GENERAL MEETINGS.

11. Subject to the provisions of Section 117 (2) of the Act, relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, two members personally present shall be a quorum.

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent, of the paid up capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

14. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

DIRECTORS.

15. The number of Directors shall not be less than two or more than eight and the first Directors shall be Ernest Charles Jarvis and Frank Herbert Jarvis, both of Harpenden, Geoffrey Keith James Jarvis, of 25 Hill Street, St. Albans, and Frank Anthony Jarvis, of Harpenden.

16. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration, the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS.

17. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated:—

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.
- (e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

19. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

20. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

21. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS.

22. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

23. The Directors may from time to time entrust to and confer upon the Managing Director or Directors as a Committee all or any of the powers of the Directors (excepting the power to make calls, issue, allot or forfeit shares, borrow money or issue debentures) as they shall see fit.

INDEMNITY.

24. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES.

25. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom. No other persons shall be entitled to receive notices of General Meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

ERNEST CHARLES JARVIS,

4, West Common Way,

Harpenden.

Builder & Contractor.

FRANK HERBERT JARVIS,

Timbers, Redbourn Lane,

Harpenden.

Builder & Contractor.

DATED this 16th day of December, 1946.

WITNESS to the above signatures:—

H. J. COX,

2, Vaughan Road

Harpenden.

Incorporated Accountant.

Companies Number: 426477

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

JARVIS (HARPENDEN) LIMITED

PASSED the 16th day of June 1986

At an EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened and held at the Registered Office of the Company,
the subjoined SPECIAL RESOLUTION was duly passed, viz:

That the name of the Company be changed to:

JARVIS HARPENDEN LIMITED


F. A. JARVIS
CHAIRMAN



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

426477

/89

I hereby certify that

JARVIS (HARPENDEN) LIMITED

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

JARVIS HARPENDEN LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

23RD JULY 1986

D. G. Blackstock
D. G. BLACKSTOCK

an authorised officer

Co No 42647

JARVIS HARPENDEN LIMITED

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE BOARD OF DIRECTORS HELD ON

18TH JANUARY 1991

AT JARVIS HOUSE, 212 STATION ROAD, HARPENDEN, HERTS

Present Mr JD Peters
 Mr SJ Foster

The minutes of the last meeting were read, passed as correctly recorded and signed accordingly.

The company elected by special resolution to dispense with the holding of annual general meetings and not to lay the accounts and reports before the company in general meeting.

Signed by the chairman

[Signature]
.....

