

Number of }  
Company }

432549

REGISTERED

3 APR 1947

[Form No. 41.]

"THE COMPANIES ACT, 1929."

## Declaration of Compliance



A  
Companies  
Registration  
Fee Stamp  
of 5s.  
must be  
impressed  
here

WITH THE

### REQUIREMENTS OF THE COMPANIES ACT, 1929,

in pursuance of Section 13, Sub-Section (2), of The Companies Act, 1929,  
on behalf of a Company proposed to be Registered as

J.W. Coward & Co.,

**LIMITED.**

grams : "Certificate, Estrand, London."

Telephone No.: Holborn 0434

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,

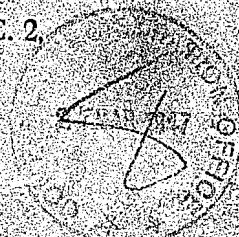
116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C.2.

led by

*E.S. Kelkington & Son*

*32 Ramsford Road Chelmsford Essex*



I John William Coward  
of Spinney Side Galleyswood Road  
Chelmsford Essex

\*Here insert-  
"A Solicitor  
of the Su-  
preme Court  
(or in Scotland  
"an Enrolled  
Law Agent")  
engaged in  
the formation  
of," or "A  
person named  
in the Articles  
of Association  
as a  
Director (or  
Secretary)  
of,"

Do solemnly and sincerely Declare that I am\* A person named in the  
Articles of Association as a Director of

15

J.W. Coward & Co.

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 Chelmsford in the  
County of Essex

the 15<sup>th</sup> day of March

One thousand nine hundred and forty seven

before me,

J. Howard

A Commissioner for Oaths.†

† or Notary Public or Justice of the Peace.

NOTE: This margin is reserved for binding and must not be written across

Number of  
Certificate

432549

2

REGISTERED

- 3 APR 1947

[Form No. 25.]

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the  
rate of 10s.  
for every  
£100 must  
be impressed  
here.

# Statement of the Nominal Capital

OF

J.W. Coward & Co.

LIMITED.

Pursuant to Section 112 of The Stamp Act, 1891; as  
amended by Section 41 of The Finance Act, 1933.

The Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434.

JORDAN & SONS, LIMITED.

Company Registration Agents, Printers, and Publishers,  
116 CHANCERY LANE, LONDON, W.C. 2  
and 13 BROAD STREET PLACE, E.C.2.

Presented by

*Ed. Selkirkhorne Sen.*

*32 Rainford Road, Chelmsford*





# THE NOMINAL CAPITAL

OF

J.W. Coward & Co.

LIMITED,

is Five thousand

Pounds,

divided into Five thousand

Shares

of one pound

each.

Signature

*J.W. Coward*

Description

*Director*

Dated the

*25th*

day

of

*March*

1947

\* \* \* This Statement should be signed by an Officer of the Company.



432549

3.



P



"The Companies Act, 1929."

**COMPANY LIMITED BY SHARES**

**Memorandum of Association**  
OF  
**J. W. COWARD & CO. LIMITED.**

1. The name of the Company is "J. W. COWARD & CO. LIMITED."

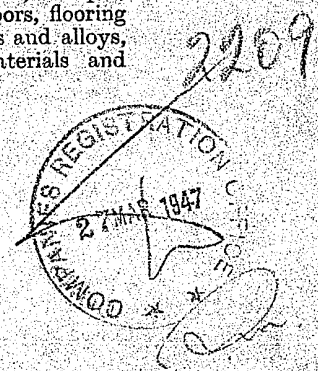
2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are :—

(A) To carry on the trades and businesses of plumbers, heating and ventilating engineers, sanitary engineers and surveyors, fire protection experts and advisers, sewerage disposal engineers, builders, painters, stone-masons, house breakers, decorators, glaziers, plasterers, joiners, carpenters, french polishers, undertakers, metal and alloy makers, refiners and workers, mechanical, electrical, radio and general engineers and suppliers, carriers, warehousemen, wharfingers, coal, coke and fuel merchants, motor car, coach and lorry proprietors, garage proprietors, cutlers, ironmongers, hardware, sanitary-ware, china, glass and earthenware dealers and general storekeepers.

(B) To manufacture, buy, sell and otherwise deal in, stoves, ranges, cooking, heating, ventilating and temperature control plant, apparatus and instruments, air filters, gas, electric, coal and oil burning apparatus and fittings of all descriptions, fire alarms, escapes, extinguishers, hose, fire proof curtains, doors, flooring and materials, timber, iron, steel, metals and alloys, lime, cement, concrete and builders materials and requisites of all kinds.

3/4



(c) To manufacture, grow, import, buy, let or take on hire, exchange, sell, export, or otherwise deal in, clean, erect, instal, repair, alter, re-model, develop, improve, any plant, machinery, vehicles, equipment, material, article or thing which maybe necessary or capable of being conveniently made, used, or sold, in any of the businesses or trades aforesaid.

(d) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business, whether subsidiary or not, which can in the opinion of the company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

(e) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(f) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(g) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in

or take on  
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necessary or  
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tramways,  
dams, sluices,  
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any patents,  
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or useful to  
count and to  
privileges in

respect of the same, and to expend money in experi-  
menting upon and testing and in improving or seeking  
to improve any patents, inventions, or rights which  
the Company may acquire or propose to acquire.

(H) To acquire and undertake the whole or any part of  
the business, goodwill, and assets of any person, firm,  
or company carrying on or proposing to carry on any  
of the businesses which this Company is authorised  
to carry on, and as part of the consideration for such  
acquisition to undertake all or any of the liabilities  
of such person, firm, or company, or to acquire an  
interest in, amalgamate with, or enter into partner-  
ship or into any arrangement for sharing profits, or  
for co-operation, or for limiting competition, or for  
mutual assistance with any such person, firm, or com-  
pany, and to give or accept, by way of consideration  
for any of the acts or things aforesaid or property  
acquired, any Shares, Debentures, Debenture Stock,  
or securities that may be agreed upon; and to hold  
and retain, or sell, mortgage, and deal with any  
shares, debentures, debenture stock, or securities so  
received.

(I) To improve, manage, cultivate, develop, exchange,  
let on lease or otherwise, mortgage, charge, sell, dispose  
of, turn to account, grant rights and privileges in  
respect of, or otherwise deal with all or any part of  
the property and rights of the Company.

(J) To invest and deal with the moneys of the Company  
not immediately required in such shares or upon such  
securities and in such manner as may from time to  
time be determined.

(K) To lend and advance money or give credit to such  
persons, firms, or companies, and on such terms as  
may seem expedient; and in particular to customers  
and others having dealings with the Company, and  
to give guarantees or become security for any such  
persons, firms or companies.

(L) To borrow or raise money in such manner as the Com-  
pany shall think fit, and in particular by the issue of  
Debentures or Debenture Stock (perpetual or other-  
wise), and to secure the repayment of any money  
borrowed, raised, or owing, by mortgage, charge, or  
lien upon the whole or any part of the Company's  
property or assets (whether present or future), includ-  
ing its uncalled Capital, and also by a similar mortgage,  
charge, or lien to secure and guarantee the performance



by the Company of any obligation or liability it may undertake.

- (x) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (y) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (z) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (a) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (b) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (c) To pay or grant out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any director or ex-director, or any employee or ex-employee of the Company or the widows, children or other persons dependant on any of them; to take out or contribute to any insurances for the benefit of such persons whether or not the Company be under any statutory obligations so to do; to support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business.
- (d) To promote any other Company for the purpose of acquiring the whole or any part of the business or property, and undertaking any of the liabilities of this Company, or of undertaking any business or

operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (r) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Five Thousand Pounds divided into Five Thousand Shares of one Pound each.



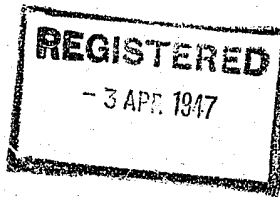
WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>John William Coward,</i> <i>Spennithorne</i> <i>Gallwood Road.</i> <i>Chelmsford Essex</i> <i>Plumber</i>	<i>One</i>
<i>Albert Charles Hornell</i> <i>Lornell</i> <i>Watsons Road</i> <i>Gallwood Green</i>	
<i>Charles</i>	<i>One</i>

Dated this 25th March 1947.  
 Witness to the above signatures,  
*Thomas Maguire*  
*clerk to*  
*E. St. Kinghorn & Son*  
*32. Rainsford Road,*  
*Chelmsford Essex*



432549



"The Companies Act, 1929."

# COMPANY LIMITED BY SHARES

## Articles of Association

OF

# J. W. COWARD & CO. LIMITED.

## PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 45, 64, 66, 69, 71, 72, 78, 79, 101, 104 and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. 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 at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) 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 not at any time exceed fifty.
- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

#### SHARES.

5. Subject to Clause 35 of Table A the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares 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.

7. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

#### BORROWING POWERS.

8. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

9. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

## GENERAL MEETINGS.

10. A General Meeting of the Company shall be held in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; and all other General Meetings shall be called "Extraordinary General Meetings."

11. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

12. A resolution signed by all the shareholders of the Company shall be as valid and effectual as if it had been passed at a meeting of the shareholders of the Company duly called and constituted. Provided that this article shall not apply to any resolution which under the Companies Act for the time being in force must be passed by the Company in General Meeting.

## VOTES OF MEMBERS.

13. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

## DIRECTORS.

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

15. The following shall be the first Directors of the Company: JOHN WILLIAM COWARD AND ALBERT CHARLES HORSNELL. They shall be Permanent Directors of the Company and shall be entitled to hold office as long as they shall live unless they become disqualified from any of the causes specified in Clause 19 hereof; and accordingly Clauses 73 to 80 of Table A shall not apply to them.

16. The qualification of a Director shall be the holding in his own right of at least one share in the Company.

17. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

18. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.



## DISQUALIFICATION OF DIRECTORS.

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

- (A) If he become bankrupt or insolvent or compound with his creditors ;
- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Acts, 1930 to 1936.
- (D) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (E) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (F) If he give the Company one calendar month's notice in writing that he resigns his office ;

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

20. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made. Any Director may vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout.

## MANAGING DIRECTOR.

21. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit; but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

22. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement"

## SEAL.

23. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors, and in the presence of at least two Directors, who shall sign every instrument to which the Seal of the Company is so affixed in their presence.

## NOTICES.

24. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

## WINDING-UP.

25. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

26. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

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Names, Addresses, and Descriptions of Subscribers,

---

John William Howard  
 Springfield  
 Galleywood Road  
 Chelmsford Essex.  
 Plumber.

Albert Charles Horwood  
 Linneth  
 Watkines Road  
 Galleywood Essex  
 Builder

---

Dated this 25th March 1947.  
 Witness to the above signatures,  
 Thomas Maguire  
 Clerk to  
 W. Kelkingshorne Esq.  
 32 Rainsford Road  
 Chelmsford Essex.



DUPLICATE FOR THE FILE

No. 432549



# Certificate of Incorporation

I Hereby Certify, That

J.W. COWARD & CO. LIMITED

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

Given under my hand at London this Third day of April One Thousand Nine Hundred and Forty-seven.

*[Signature]*  
For Registrar of Companies.

Certificate received by

*Past*

Date 3 APR 1947

1/6 (not) No. 432549 /36  
29/7



42

The Companies Act, 1948

COMPANY LIMITED BY SHARES

**Ordinary Resolution**  
OF  
**J. W. COWARD & CO. LIMITED**

Passed 24th July, 1962

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, 101 Lower Anchor Street, Chelmsford, on Tuesday, the 24th day of July, 1962, the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:—

**RESOLUTION**

That the Ordinary Share Capital of the Company be increased to £15,000 by the creation of an additional 10,000 Ordinary Shares of £1 each to rank *pari passu* in all respects with the Ordinary Shares of the original capital of the Company.

*J. W. Coward*  
J. W. COWARD,  
Chairman.

REGISTERED  
18 OCT 1962

*Little 1760*



2007

Number of } 432549  
Company }

Form No. 10

# THE COMPANIES ACT, 1948



## Notice of Increase in Nominal

Pursuant to section 63

Insert the  
Name  
of the  
Company

J. W. COWARD & CO.

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

REGISTERED  
18 OCT 1952

Presented by

BIDDLE, THORNE, WELSFORD & BARNES,

1 Gresham Street,

London E.C.2.



The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 19; 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

F6668.5-5-01

(P.T.O.)

21865



To THE REGISTRAR OF COMPANIES.

J. W. Coward & Co. Limited, hereby gives you notice, pursuant to  
Section 63 of the Companies Act, 1948, that by a \* Special  
Resolution of the Company dated the 21th day of July 1962  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 10,000 beyond the Registered Capital  
of £ 5,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
10,000	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:—

The 10,000 new Ordinary Shares of £1 each shall rank upon  
issue pari passu in all respects with the existing Ordinary  
Shares in the capital of the Company.

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature J. W. Coward

State whether Director  
or Secretary

Dated the 22 day of July 1962

Note.—This margin is reserved for binding and must not be written across



Number of  
Company

432549

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

J. W. COWARD & CO.

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903)

Presented by

BIDDLE, THORNE, WELSFORD & BARNES,

1 Gresham Street,

London E.C.2.

The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

19553.25-7-61

REGISTERED  
18 OCT 1962

18 OCT 1962  
P.T.O.

# THE NOMINAL CAPITAL

OF

J. W. COWARD & CO.

Limited

has by a Resolution of the Company dated  
24th July 1962 been increased by  
the addition thereto of the sum of £ 10,000,  
divided into:—

10,000 Ordinary Shares of £1 each

- Shares of - each

beyond the registered Capital of £5,000

Signature [Signature]

(State whether Director or Secretary)

Dated the 24<sup>th</sup> day of July 1962

Note.—This margin is reserved for blinding and must not be written across

Number of  
Company

432549

151

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

~~XXXXXXXXXX~~  
**Special Resolution**  
ORDINARY  
(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

J.W. COWARD & CO.

LIMITED

Passed 28TH MARCH, 1973.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 101 LOWER ANCHOR STREET, CHELMSFORD, ESSEX.

on the 28TH day of MARCH, 1973, the subjoined  
~~XXXXXXXXXX~~  
SPECIAL RESOLUTION WAS duly passed, viz.:-  
ORDINARY

RESOLUTION

"THAT THE AUTHORISED SHARE  
CAPITAL OF THE COMPANY BE  
INCREASED FROM 15,000 £1  
ORDINARY SHARES TO 200,000  
£1 ORDINARY SHARES FOR THE  
PURPOSE OF CAPITALISING  
EXISTING RESERVES AND  
EVENTUALLY ACQUIRING ADDITIONAL  
SHARES IN THE WATKIN HEATING  
CO. LTD."

Signature

*[Handwritten Signature]*  
(COMPANY SECRETARY)

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

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

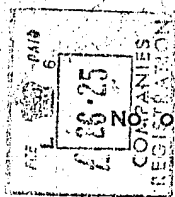
Oyez Publishing Limited, Oyez House, Beams Buildings, London EC4P 4BU.  
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Companies 7

F20005

COMPANIES REGISTRATION  
13 APR 1973  
47 OFFICE 47

DAMAGED DOCUMENT





C R 126.25

NO. OF COMPANY 432549/54

[C.F. 10]



# THE COMPANIES ACT, 1948.

## Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF  
COMPANY

J.W. COWARD & CO.

LIMITED

*AKA*

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

F3380 (A) □

*Presented by*

POLKINGHORNE  
CHARTERED ACCOUNTANTS,  
52, RAINSFORD ROAD,  
CHELMSFORD, ESSEX.





2/ Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

J.W. COWARD & CO.

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) ORDINARY Resolution of the Company dated the 28TH day of MARCH, 1973, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 185,000 beyond the registered Capital of £ 15,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
185,000	ORDINARY	ONE POUND

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:—  
PARI PASSU WITH THE EXISTING SHARES

of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)

(State whether Director, or Secretary) COMPANY SECRETARY

Dated the 29TH day of MARCH, 1973

(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

THE margin to be reserved for binding.

NO. OF COMPANY 432549

59

INT £5.30

COMPANY HAVING A SHARE CAPITAL.



J.W. COWARD & CO.

### Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891

(NOTE.—The stamp duty on an increase of Nominal Capital is payable on the stampings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of Company dated 28TH MARCH, 1973 been increased by the addition thereto of the sum of £ 185,000 beyond the Registered Capital of £

Signature

Date 29TH MARCH, 1973

Description COMPANY

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the amount at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relating to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.25.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

81

Presented for registration by

POLKINGHORNE

CHARTERED ACCOUNTANTS

32, RAINSFORD ROAD,

CHELMSFORD, ESSEX.

No. 432549

179  
THE COMPANIES ACTS, 1948 to 1980.

J.W. COWARD & CO. LIMITED

SPECIAL RESOLUTIONS

Passed 23rd April 1981.

At an Extraordinary General Meeting of the Members of the above named Company held on the 23rd day of April 1981 the following Resolutions were duly passed:

SPECIAL RESOLUTIONS

1. That Clause 3 of the Memorandum of Association of the Company be deleted and in substitution for and to the exclusion of the existing Clause 3 thereof the Clause 3 contained in the printed document submitted to the Meeting and numbered 1 and for the purposes of identification signed by the Chairman thereof, be and the same is hereby approved, and that such Clause 3 be, and is hereby adopted as Clause 3 of the Memorandum of Association in substitution for and to the exclusion of the existing Clause 3 of the Memorandum of Association.
2. That the regulations contained in the printed document submitted to the Meeting and numbered 2 and for the purposes of identification signed by the Chairman



7

thereof, be and the same are hereby approved, and that  
such regulations be, and they are hereby adopted as  
the Articles of Association of the Company in  
substitution for and to the exclusion of the existing  
Articles thereof.



Secretary



No. 432549

80

THE COMPANIES ACTS, 1948 to 1980.

J.W. COWARD & CO. LIMITED

SPECIAL RESOLUTIONS

Passed 23rd April 1981.

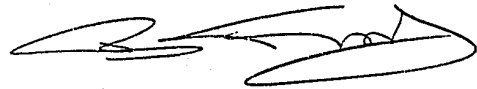
At an Extraordinary General Meeting of the Members of the above named Company held on the 23rd day of April 1981 the following Resolutions were duly passed:

SPECIAL RESOLUTIONS

1. That Clause 3 of the Memorandum of Association of the Company be deleted and in substitution for and to the exclusion of the existing Clause 3 thereof the Clause 3 contained in the printed document submitted to the Meeting and numbered 1 and for the purposes of identification signed by the Chairman thereof, be and the same is hereby approved, and that such Clause 3 be, and is hereby adopted as Clause 3 of the Memorandum of Association in substitution for and to the exclusion of the existing Clause 3 of the Memorandum of Association.
2. That the regulations contained in the printed document submitted to the Meeting and numbered 2 and for the purposes of identification signed by the Chairman



thereof, be and the same are hereby approved, and that  
such regulations be, and they are hereby adopted as  
the Articles of Association of the Company in  
substitution for and to the exclusion of the existing  
Articles thereof.

A handwritten signature in dark ink, consisting of several loops and a long horizontal stroke, positioned above the title 'Secretary'.

Secretary

THE COMPANIES ACT, 1929.COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

- of -

J.W. COWARD &amp; CO. LIMITED

1. The name of the Company is "J.W. COWARD & CO. 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 carry on the trades and businesses of plumbers, heating and ventilating engineers, sanitary engineers and surveyors, fire protection experts and advisors, sewerage disposal engineers, builders, painters, stone-masons, house breakers, decorators, glaziers, plasterers, joiners, carpenters, french polishers, undertakers, metal and alloy makers, refiners and workers, mechanical, electrical, radio and general engineers and suppliers, carriers, warehousemen, wharfingers, coal, coke and fuel merchants, motor car, coach and lorry proprietors, garage proprietors, cutlers, ironmongers, hardware, sanitary-ware, china, glass and earthenware dealers and general storekeepers; to manufacture, buy, sell and

\* Original Paragraphs (A) to (V) inclusive deleted and new Paragraphs (A) to (X) inclusive substituted by Special Resolution passed on the 23rd day of April 1981.

otherwise deal in, stoves, ranges, cooking, heating, ventilating and temperature control plant, apparatus and instruments, air filters, gas, electric, coal and oil burning apparatus and fittings of all descriptions, fire alarms, escapes, extinguishers, hose, fire proof curtains, doors, flooring and materials, timber, iron, steel, metals and alloys, lime, cement, concrete and builders materials and requisites of all kinds; to manufacture, grow, import, buy, let or take on hire, exchange, sell, export, or otherwise deal in, clean, erect, instal, repair, alter, re-model, develop, improve, any plant, machinery, vehicles, equipment, material, article, or thing which may be necessary or capable of being conveniently made, used, or sold, in any of the businesses or trades aforesaid.

(B) To carry on or acquire any business similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them or may be calculated directly or indirectly to enhance the value of or to render more profitable any of the business or property of the Company.

(C) To manufacture, buy, sell, alter, repair improve manipulate, treat, prepare for market and deal in all kinds of plant, machinery, apparatus, appliances, tools, utensils, commodities, substances, materials, articles, and things necessary or useful for carrying on any of the above specified businesses or usually dealt in by persons engaged therein.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, patents, trade marks, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business.

(E) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.



(F) 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 guarantee, contract or 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 monies secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind or any persons, 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 for the time being in force) 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 uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(G) 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.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for customers and others.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory pension, provident or super-annuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, or

emoluments to any persons who are or were at any time in the employment or service of the Company, or its predecessors in business, or any company which was or is its holding company or a subsidiary of the company or its holding company or in any other company which is or was allied to or associated with the company with any such subsidiary or holding company or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid or of any such person as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To make, accept, endorse, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the company not immediately required in such investments and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To remunerate any person or company for services rendered in placing or assisting to place any of the shares or debenture capital

or other securities of the Company or of any subsidiary company, or in or about the formation or promotion of the Company or of any subsidiary company, or the conduct of its business and to pay the preliminary expenses of the Company or of any subsidiary company.

(O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares of any company or corporation with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

(P) To enter into partnership or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company, or calculated to advance its interests, and to acquire and hold shares, stock or securities of any such company.

(Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends or capital or any shares or stock or the interest or principal or any securities issued by or any other obligation of any company promoted by the Company or in which the Company may be or may be about to become interested.

(R) To purchase or otherwise acquire and undertake all or any part of the business, property and assets of any person or company carrying on any business which the Company is authorised to carry on, or possessed of

property suitable for the purposes of the Company.

(S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the property for the time being of the Company and for any consideration, whether in cash or in shares (fully or partly paid), debentures, debenture stock or other interests in or securities of any company or otherwise.

(T) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking of all or a controlling interest in the shares or stock of any such other company, or in any other manner.

(U) To distribute among the members in specie any property of the Company.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(W) To do all such other things as are incidental or conducive to the above subjects or any of them.

(X) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, mortgages, charges, obligations, bonds, interest, securities, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 154 of



the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

AND it is hereby declared that the intention is that the objects specified in any sub-clause of this clause shall not, except where otherwise expressed in such sub-clause, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses, or the objects therein specified, or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4. The Liability of the members is limited. ✓

5. The share capital of the Company is \*£5,000 divided into 5,000 Ordinary Shares of £1 each.

---

\* By SPECIAL RESOLUTION passed on the 24th day of July 1962 the share capital was increased to £15,000 by the creation of 10,000 Ordinary Shares of £1.00 each.

By Ordinary Resolution passed on the 28th day of March 1973 the share capital was increased to £200,000 by the creation of 185,000 Ordinary Shares of £1 each. ✓

WE, the several persons whose names and addresses subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and 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.
---	--

JOHN WILLIAM COWARD "Spinneyside" Galleywood Road, Chelmsford. Essex Plumber	ONE
---	-----

ALBERT CHARLES HORSNELL Linnels, Watchhouse Road, Galleywood. Essex. Builder	ONE
---	-----

DATED the 25th day of March 1947.

WITNESS to the above signatures:

THOMAS MAGUIRE  
Clerk to  
E.S. Polkinghorne & Son,  
32 Rainsford Road,  
Chelmsford.  
Essex.

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

J.W. COWARD & CO. LIMITED

(Adopted by Special Resolution passed on  
the 23rd day of April 1981.)

I - GENERAL

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained in Table "A" of the First Schedule to the Companies Act 1948 (hereinafter referred to as Table "A"), shall not apply to the Company, except insofar as such regulations are hereinafter expressly directed to apply, but the following shall be the regulations of the Company.

2. References in these Articles to Clauses of Table "A" shall, except where otherwise indicated, refer to Clauses in Part 1 of Table "A".

3. The Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation, and Section 17 of the Companies Act 1980 shall not apply to the Company.

4. Clause 1 of Table "A" shall apply to the construction of these Articles.

5. The Directors may in their absolute discretion and without assigning any reason decline to register any transfer of shares.

## II - SHARE CAPITAL AND VARIATION OF RIGHTS

6. Clauses 2 and 3 of Table "A" shall apply.

7. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of that class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall, subject to the provisions of these regulations as to an adjourned meeting, be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

8. Clauses 5 to 10 inclusive of Table "A" shall apply.

## III - LIEN

9. Clauses 11 to 14 inclusive of Table "A" shall apply.

## IV - CALLS ON SHARES

10. Clauses 15 to 21 inclusive of Table "A" shall apply.

## V - TRANSFER OF SHARES

11. (A) Clause 22 of Table "A" shall apply, save that the references therein to the



execution of a transfer by or on behalf of the transferee shall apply only to an instrument of transfer of any share not fully paid up.

(B) Clauses 23 and 25 to 28 inclusive of Table "A" shall apply.

VI - TRANSMISSION OF SHARES

12. Clauses 29 to 32 inclusive of Table "A" shall apply.

VII - FORFEITURE OF SHARES

13. Clauses 33 to 39 inclusive of Table "A" shall apply.

VIII- CONVERSION OF SHARES INTO STOCK

14. Clauses 40 to 43 inclusive of Table "A" shall apply.

IX - ALTERATION OF CAPITAL

15. Clauses 44 to 46 inclusive of Table "A" shall apply.

X - GENERAL MEETINGS

16. Clauses 47 to 49 inclusive of Table "A" shall apply.

XI - NOTICE OF GENERAL MEETINGS

17. Clauses 50 and 51 of Table "A" shall apply.

XII - PROCEEDINGS AT GENERAL MEETINGS

18. Clause 52 of Table "A" shall apply.

19. 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 in these regulations two members present in person or by proxy shall be a quorum.

20. Clause 54 of Table "A" shall apply.

21. Subject to the provisions of the Acts, a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

22. Clauses 55 to 61 inclusive of Table "A" shall apply.

#### XIII- VOTES OF MEMBERS

23. Clauses 62 to 73 inclusive of Table "A" shall apply.

#### XIV - CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

24. Clause 74 of Table "A" shall apply.

#### XV - DIRECTORS

25. Until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two.

26. A Director shall not be required to hold any share qualification.

27. Any Director may, by writing under his hand, or by telegram or telex appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his

alternate, and such appointee while he holds office as an alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled, in the absence of the Director whom he represents, to receive notice of and to attend and vote at meetings of the Directors. A Director may at any time revoke the appointment of an alternate appointed by him, and appoint another person in his place, and if a Director shall die or cease to hold office of Director the appointment of his alternate shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

28. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

29. Clause 76 of Table "A" shall apply.

30. A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company be interested as Member or otherwise, and no such Director shall be accountable for any remuneration or benefits received by him as a Director or officer of or from his interest in such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a Director or officer of such other company and as such or in any other manner

is or may be interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall have power to grant to any Director required to go abroad or to render any special or extraordinary service such special remuneration for the services rendered as they may think proper.

32. A Director may hold any office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director and he or his firm may act in a professional capacity to the Company (otherwise than as Auditor or Auditors) on such terms (as to remuneration and otherwise as the Directors may determine.

#### XVI - BORROWING POWERS

33. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and 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.

#### XVII - POWERS AND DUTIES OF DIRECTORS

34. Clauses 80 to 83 inclusive of Table "A" shall apply.

35. No Director, by virtue of his office, shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract



or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where a Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid and if he does so vote his vote shall be counted and he may be reckoned for the purpose of constituting a quorum of Directors.

36. Clauses 85 and 86 of Table "A" shall apply.

37. The Directors may establish and support and aid in the establishment and support of funds or trusts calculated to benefit the Directors or ex-Directors, employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

#### XVIII - DISQUALIFICATION OF DIRECTORS

38. Sub-clauses (b) to (f) inclusive of Clause 88 of Table "A" shall apply.

#### XIX - APPOINTMENT AND REMOVAL OF DIRECTORS

39. No person shall be or become incapable of being appointed a Director by reason

of his having attained the age of seventy or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

40. The Directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

41. Clause 96 of Table "A" shall apply.

42. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Clause 96 of Table "A", and without prejudice to the powers of the Directors under Article 40 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

#### XX - PROCEEDINGS OF DIRECTORS

43. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. For the purpose of reckoning the quorum, any Director who is present by his alternate shall be deemed to be personally present regardless of whether or not his alternate is himself a Director or an alternate for any other Director. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director and has given to the Secretary notice of his absence from the United Kingdom due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. An

alternate Director shall not be entitled to receive notice of meetings of the Directors except where the director appointing him has given notice of his absence as aforesaid. A Director may, and the Secretary, on the requisition of a Director shall at any time summon a meeting of the Directors.

44. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote.

45. Clause 100 of Table "A" shall apply.

46. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. The Directors may elect a Deputy Chairman and determine the period for which he is to hold office. The Deputy Chairman shall act as chairman for all meetings at which the Chairman is absent, but if neither the Chairman or Deputy Chairman is present within thirty minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

47. Clauses 102 to 105 inclusive of Table "A" shall apply.

48. A resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as valid and effective as a resolution passed at a meeting of the Directors duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors.

#### XXI - MANAGING DIRECTOR

49. Clauses 107 to 109 inclusive of Table "A" shall apply.

XXII - SECRETARY

50. Clauses 110 to 112 inclusive of Table "A" shall apply.

XXIII - THE SEAL

51. Clause 113 of Table "A" shall apply.

XXIV - DIVIDENDS AND RESERVE

52. Clauses 114 to 122 inclusive of Table "A" shall apply.

XXV - ACCOUNTS

53. Clauses 123 to 127 inclusive of Table "A" shall apply.

XXVI - CAPITALISATION OF PROFITS

54. Clauses 128 and 129 of Table "A" shall apply.

XXVII - AUDIT

55. Clause 130 of Table "A" shall apply.

XXVIII - NOTICES

56. Clauses 131 to 134 inclusive of Table "A" shall apply.

XXIX - WINDING UP

57. Clauses 135 of Table "A" shall apply.



XXX - INDEMNITY

58. Save and except so far as the provisions and operations of this Article shall be avoided by any provisions of the Acts, every Director, Auditor, officer or servant of the Company shall be indemnified out of its assets against all costs, charges, losses and liabilities sustained or incurred by him in the conduct of the Company's business or in the discharge of his duties.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

JOHN WILLIAM COWARD

"Spinneyside",  
Galleywood Road,  
Chelmsford.  
Essex.

Plumber

ALBERT CHARLES HORSNELL

Linnels,  
Watchhouse Road,  
Galleywood.  
Essex.

Builder

---

DATED this 25th day of March 1947.

WITNESS to the above signatures:

THOMAS MAGUIRE

Clerk to  
E.S. Polkinghorne & Son,  
32 Rainsford Road,  
Chelmsford.  
Essex.

432549/83

432549/83/10/10/10  
**Polkinghorne**

**Chartered Accountants**

32 Rainsford Road, Chelmsford, CM1 2QG  
Telephone: Chelmsford (0245) 355374

William H. Eldridge, FCA. Colin W. Pryke, FCA.  
Richard Shail, FCA.

Date: 29 January 1982

Our ref: WHE/CB

Your ref:

The Secretary  
Coward Group Holdings Limited  
101 Lower Anchor Street  
Chelmsford  
Essex CM2 OAX

Dear Sir

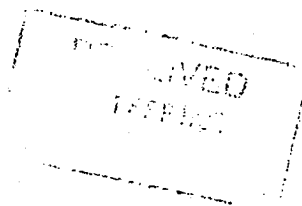
J W Coward and Company Limited  
Coward Contractors Limited  
Coward Transport Limited  
Rivenhall Motor Inn Limited

✓ Company No 432549

Following on our recent correspondence, at your request we hereby tender our formal resignation as auditors to the above companies and confirm that there is nothing further outstanding as far as we are concerned. We have given formal clearance to Finnie Ross Allfields so that you may fill the vacancy which thereby occurs.

Yours faithfully

*Polkinghorne*



No. 432549

94

THE COMPANIES ACT 1985

J.W. COWARD & COMPANY LIMITED

RESOLUTIONS

Passed 1st September 1986

At an Extraordinary General Meeting of the Members of the above named Company held on the 1st day of September 1986 the following Resolution was duly passed, as a Special Resolution:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered as follows:  
(i) By the insertion of the following heading and Article immediately after Article 49 :-

XXII - DIVISIONAL DIRECTORS

50. (A) The Directors may at any time and from time to time appoint any employee of the Company to the position of Divisional Director  
(B) A Divisional Director shall advise and assist the Directors but shall not attend Board Meetings except at the invitation of the Directors, and when present at the Board Meetings he shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he shall as Divisional Director have such powers, authorities and duties as the Directors may in the particular case from time to time determine  
(C) A Divisional Director shall not be deemed a member of the Board, nor any committee thereof, nor shall he be a Director



for any of the purposes of these Articles of Association or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Companies Act 1985

(D) Without prejudice to any rights or claims the Divisional Director may have under any contract with the Company, any appointment as a Divisional Director may be terminated by the Directors at any time and shall ipso facto terminate if the Divisional Director shall from any cause cease to be an employee of the Company

(E) A Divisional Director may receive such remuneration (if any) in addition to the remuneration received as an employee of the Company as the Directors shall from time to time determine

(ii) By renumbering headings XXII to XXX (inclusive) to read XXIII to XXXI respectively and

(iii) By renumbering Articles 49 to 58 inclusive to read 50 to 59 respectively



B.F. FROST  
SECRETARY



# G

COMPANIES FORM No. 225(1)

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

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use  
[ ] [ ] [ ] [ ]

Company number  
432549

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

\* insert full name of company

Name of company

\* J.W. COWARD & COMPANY LIMITED

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

**Note**  
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 0 0 6

† delete as appropriate

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

Day Month Year

3 0 0 6 1 9 8 8

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

Signed



[Director] [Secretary]† Date 23 March 1988

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

For official Use  
General Section

Post room

COMPANIES REGISTRATION  
26 MAR 1988  
M OFFICE 5

15-2-89  
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

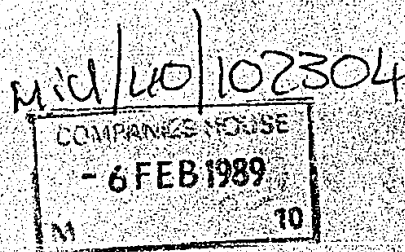
J. W. COWARD & CO. LIMITED

432549  
Passed on Wednesday, 1st February, 1989

At an EXTRA ORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 101, Lower Anchor Street, Chelmsford on the first day of February, 1989 the following Resolution was duly passed as a SPECIAL RESOLUTION, namely:-

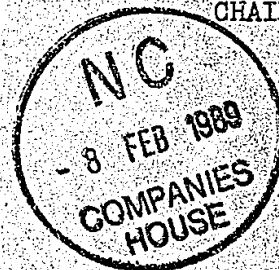
SPECIAL RESOLUTION

That the name of the Company be changed to JWC (1947) Limited



Jennifer Coward - JWC

CHAIRMAN



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 432549

I hereby certify that

**J.W. COWARD & CO. LIMITED**

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

**JWC (1947) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 15 FEBRUARY 1989

*C. R. Williams*  
MRS. C. R. WILLIAMS

an authorised officer



COMPANIES FORM NO.600

Notice of appointment of liquidator  
Voluntary winding up  
Creditors



14 JUL 1992

Pursuant to section 109 of the Insolvency Act 1986

To the Registrar of Companies

L280C

For Official Use

--	--	--

Company Number

432549

Name of Company

JWC (1947) Limited

Nature of Business

Heating & Ventillating Engineers

I/We give notice that I/We have been appointed Liquidator of the above company on 9 July 1992

The appointment was by the Members & Creditors

Type of Liquidation Creditors

Name of Liquidator:	Barry David Lewis FCA MSPI	2048/3
Office holder number:	406	
Address:	2 Mountview Court, 310 Friern Barnet Lane, Whetstone, London N20 0LD	
Signature:		Date: 9 July 1992

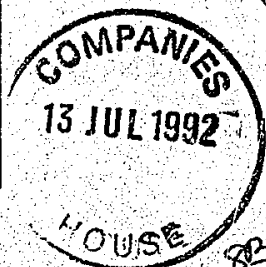
Name of Liquidator:	
Office holder number:	
Address:	
Signature:	Date:

Harris Lipman  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

Ref: JW811/BDL/DS

Time Critical Reference

For Official Use  
General Section Post Room



1992

THE INSOLVENCY ACT 1986  
COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

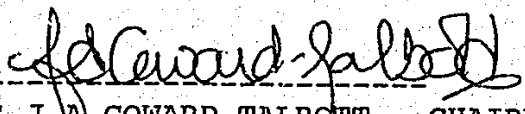
Creditors' Voluntary Winding-Up  
of  
JWC (1947) LIMITED

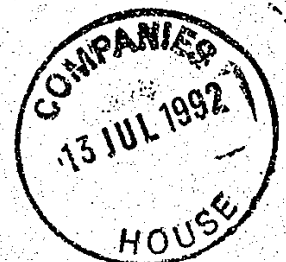
Passed the 9th day of July 1992

-----

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held on the 9th day of July 1992, at 11.45am, at the offices of Harris Lipman, 2 Mountview Court, 310 Friern Barnet Lane, Whetstone, London N20 0LD, the following EXTRAORDINARY RESOLUTION was duly passed:

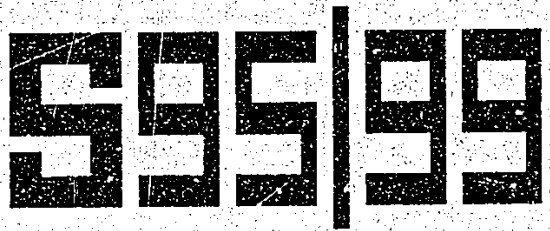
"That the Company cannot by reason of its liabilities continue its business and it is advisable to wind-up the Company and accordingly that the Company be wound-up voluntarily and that Mr B D Lewis FCA, MSPI, of Harris Lipman, 2 Mountview Court, 310 Friern Barnet Lane, Whetstone, London N20 0LD, is hereby appointed as Liquidator of the Company for the purposes of the voluntary winding-up".

  
-----  
MRS J A COWARD-TALBOTT - CHAIRMAN





Rule 4.34-CVL

The Insolvency Act 1986  
Statement of Company's  
AffairsPursuant to Section 95/99 of  
the Insolvency Act 1986

For Official Use

To the Registrar of Companies

--	--	--

Company Number

432549

Name of Company

JWC (1947) Limited

I/We

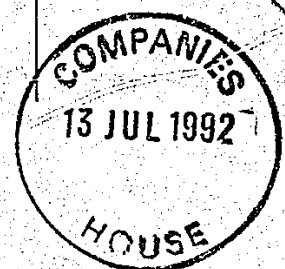
Barry David Lewis FCA MSPI  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LDthe liquidator(s) of the above named company attach a  
statement of the company's affairs as at 9 July 1992

Signed

Date

July 1992

Ref:

Harris Lipman  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD  
JW811/BDL/DSFor Official Use  
Liquidation Post Room

**STATEMENT OF AFFAIRS**

Statement as to affairs of

**JWC (1947) LIMITED**

On the 9 July 1992 being the date of the resolution for winding up

**AFFIDAVIT**

This affidavit must be sworn or affirmed before a Solicitor or Commissioner of Oaths when you have completed the rest of this form.

I, Jennifer A Coward-Talbott, of

54 Watchouse Road, Galleywood, Chelmsford

Essex CM2 8PT

Swear/affirm that the several pages attached marked A to A-3 are to the best of my knowledge and belief a full, true and complete statement as to the affairs of the above named company as at 9 July 1992 being the date of the resolution for winding up and that the said company carried on business as

Heating &amp; Ventillating Engineers

Sworn/affirmed at

Date

Signatures

Before Me

The Solicitor or Commissioner is particularly requested, before swearing/affirming the affidavit, to make sure that the full name, address and description of the Deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will mean that it is refused by the court, and will necessitate its being re-sworn/re-affirmed.

**CARLSON & CO.,**  
**1/3 Oakleigh Road North,**  
**Wheistone,**  
**LONDON, N20 9HE**

Solicitors &amp; Commissioners for Oaths

Insolvency Act 1986  
JWC (1947) LIMITED  
ESTIMATED STATEMENT OF AFFAIRS AS AT 9 JULY 1992

A - SUMMARY OF ASSETS	Cost or Book Value	Estimated Realisable Values
ASSETS SPECIFICALLY PLEDGED:-		
ASSETS NOT SPECIFICALLY PLEDGED:-		
Coward Investments Ltd	347371.00	NIL
Cash at Bank	9.00	9.00
H.L. Clients' Account	1252.25	1252.25
ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS		1261.25

Signature Edward Galbraith Date 9/7/92

Insolvency Act 1986  
JWC (1947) LIMITED  
ESTIMATED STATEMENT OF AFFAIRS AS AT 9 JULY 1992

A1 - SUMMARY OF LIABILITIES	Estimated Realisable Values
ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS (CARRIED FROM PAGE A)	1261.25
PREFERENTIAL CREDITORS:-	NIL
ESTIMATED (DEFICIENCY)/SURPLUS AS REGARDS PREFERENTIAL CREDITORS	1261.25
DEBTS SECURED BY A FLOATING CHARGE:-	NIL
ESTIMATED (DEFICIENCY)/SURPLUS OF ASSETS AVAILABLE FOR NON-PREFERENTIAL CREDITORS	1261.25
NON-PREFERENTIAL CLAIMS:-	
B Luckin-Contingent Claim	11698.75
Aniromsky Ltd	24246.00
	35944.75
ESTIMATED (DEFICIENCY)/SURPLUS AS REGARDS CREDITORS	( 34683.50)
ISSUED AND CALLED UP CAPITAL:-	
Ordinary Shareholders	184872.00
	184872.00
ESTIMATED (DEFICIENCY)/SURPLUS AS REGARDS MEMBERS	( 219555.50)

Signature *Michael J. J. J.* Date 9/7/92

**JWC (1947) LIMITED**

**DEFICIENCY ACCOUNT**

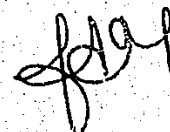
	£
Surplus/(Deficit) on Profit and Loss Account as at 30th June, 1989	187,665.00
Estimated Surplus/(Deficiency) on Realisation of Assets	(347,371.00)
Estimated Profit/(Loss) on Trading for the period 1st July, 1989 to 9th July, 1992	( 59,849.50)
	<hr/>
	(219,555.50)
	=====

**THE FOLLOWING NOTES FORM AN INTEGRAL PART OF THE ABOVE STATEMENT**

1. No provision has been made for the claims of Unsecured Creditors in respect of VAT Bad Debt Relief.
2. No provision has been made for the claims which could arise in respect of insolvency payments to staff.
3. No provision has been made in the foregoing statement for the Liquidator's fees and expenses.

Prepared by:

HARRIS LIPMAN  
2 MOUNTVIEW COURT  
310 FRIERN BARNET LANE  
WHETSTONE  
LONDON N20 0LD





08/07/92

Harris Lipman

Page 1

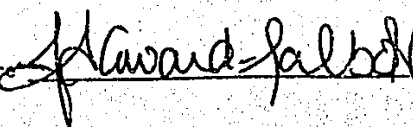
---

JWC (1947) Limited  
SOA Creditor Balances

---

CA00	Aniramsky 164 Medingham Street Chelmsford Essex	1	24246.00
CH00	Bird Luckin Aquila House Waterloo Lane Chelmsford Essex CM1 1BN	2	11698.75
			<hr/> 35944.75

Signature



Date

9/7/92.

Pursuant to section 287 of the Companies Act 1985

To the Registrar of Companies

For official use

[ ] [ ] [ ] [ ]

Company number

432549

Name of company

\* J.W. COWARD & CO. LTD.

gives notice that the situation of the registered office of the company has been changed to:

101 LOWER ANCHOR STREET

CHELMSFORD

ESSEX

Postcode

CM2 0AX

Signed

*Jennifer Coward*

[Director] [Secretary] + Date

X 24/4/89

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

For official Use  
General Section

Post room

COMPANIES HOUSE

29 APR 1989

M

60

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 0EE  
TELEPHONE 01 253 3030  
TELEX 281010



The Insolvency Act 1986, Bankruptcy (Scotland) Act 1935

Pursuant to Regulations 12 and 13 of the Insolvency Practitioners Regulations 1986(A)

Authorised Insolvency Practitioners Certificate of Specific Penalty

\*To the Court/Accountant in Bankruptcy/Registrar of Companies

For Official Use

Court Reference No.

Company No. 432549

\*Full name of Company or debtor JWC (1947) LIMITED

Nature of Appointment CREDITORS VOLUNTARY LIQUIDATION

Date of Appointment 9TH JULY 1992

Name of Surety/Cautiomer Sun Alliance and London Insurance plc (incorporated in England)

Address of issuing Office  
of Surety/Cautiomer

Bond No./Certificate No. 903Y550936/255

Bond issued by Willis Corroon Ltd., 1 St. Johns Gate, Velpy Street, Reading

Enabling Bond

Renewal Date 29th December 1992

Full name of Principal

Office Holder and address: B.D. Lewis Harris Lipman  
310 Friern Barnet Lane  
London N20 0LD

Authorising body Institute of Chartered Accountants in England & Wales

We (the Surety) hereby certify that the amount of the Specific Penalty in respect of the above mentioned matter shall be in the sum of £16,500

Premium £20.00

from 9TH JULY 1992, date of Certificate to the earlier of discharge or release or the date of termination

Signed  Date 14/7/92  
(Duly Authorised Officer of the Surety)

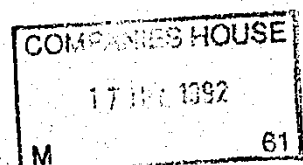
Presenter's name address and reference

Insolvency Section

Post Room

HARRIS LIPMAN  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone, London N20 0LD  
Telephone: 081 446 9000

BD-107/811



(COPY)

**extraordinary resolution**

pursuant to section 378(1) of the  
Companies Act 1985 and section 84 of  
the Insolvency Act 1986

**J 84c**

name of company

Company Number

562549

S. Yang + Son (Radio)

Limited

Passed the 19th day of June 1992

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named

Company, duly convened and held at 67 Weston Street  
London SE19 3RW

on the 19th day of June 1992

the following EXTRAORDINARY RESOLUTION was duly passed:-

"That it has been proved to the satisfaction of this Meeting that the Company cannot, by  
reason of its liabilities, continue its business, and that it is advisable to wind-up the  
same, and accordingly that the Company be wound up voluntarily, and that

S. A. Khan

[and] (1)

of 45 Weston Street, London SE19 3RW

be and he is/they are (2) hereby nominated Liquidator(s) (1) for the purposes of the  
winding-up

Signature(3)

Description

NOTES

(1) Delete if it does not apply

(2) Delete that which does not apply

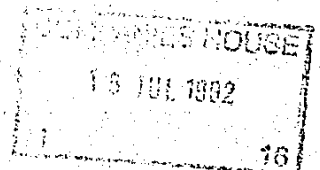
(3) This form should be signed by the Chairman of the Meeting at which the Resolution was passed, or by  
a Director or the Secretary of the Company.

This copy Resolution must be filed with the Registrar of Companies within 15 days after it was passed.

Presented by

JORDAN & SONS LIMITED

Presenter's Reference



Rule 4.223-CVL

The Insolvency Act 1986  
Liquidator's Statement of  
Receipts and Payments

Pursuant to Section 192 of  
the Insolvency Act 1986

# 5.192

To the Registrar of Companies

For Official Use

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Company Number

432549

Name of Company

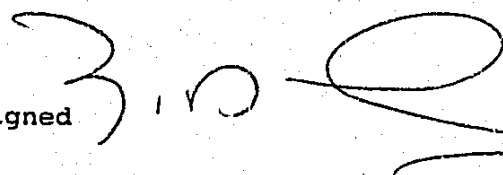
JWC (1947) Limited

I/We

Barry David Lewis FCA MSPI  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

the liquidator(s) of the company attach a copy of my/our  
statement of Receipts and Payments under Section 192 of the  
Insolvency Act 1986.

Signed

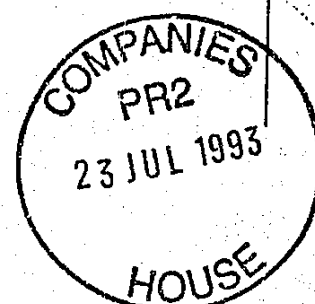


Date 21 July 1993

Ref:

Harris Lipman  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD  
JW811-0/BDL/DS

For Official Use  
Liquidation Post Room





# LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS

under section 192 of the Insolvency Act 1986

Name of Company..... JWC (1947) Limited

Company Registered Number..... 432549

State whether members' or  
creditors' voluntary winding up .... Creditors

Date of commencement of winding up.. 9 July 1992

Date to which this statement is  
brought down..... 8 July 1993

Name and Address of Liquidator

Barry David Lewis FCA MSPI  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

## NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

## FORM AND CONTENTS OF STATEMENT

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding up resolution and subsequently realised, including balance at bank, book debts and calls collected, property sold etc., and the amount of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on Page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into the Insolvency Services Account is not a disbursement and should not be shown as such; nor are payments into a bank, building society or other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a way as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

## TRADING ACCOUNT

(2) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the total of receipts and payments on the trading account must alone be set out in this statement.

## DIVIDENDS

(3) When dividends, instalments of composition, etc. are paid to creditors or a return of surplus assets is made to contributories, the total amount of each dividend, etc. actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend, etc. payable to each creditor or contributory.

(4) When unclaimed dividends, etc. are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the Liquidation Committee or of the creditors or of the company in general meeting, or by order of court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.

**LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS**  
under section 192 of the Insolvency Act 1986

Realisations			
Date	Of Whom Received	Nature of Assets Realised	Amount £
		Brought Forward	0.00
09/07/92	-HL Client Call A/C	H.L Clients' Account	1252.25
31/07/92	-Robert Fleming	Bank Interest Gross	0.31
12/08/92	-Midland Bank Plc	Cash at Bank	9.00
28/08/92	-Robert Fleming	Bank Interest Gross	5.42
30/09/92	-Robert Fleming	Bank Interest Gross	6.29
30/10/92	-Robert Fleming	Bank Interest Gross	2.65
30/11/92	-Robert Fleming	Bank Interest Gross	1.77
31/12/92	-Robert Fleming	Bank Interest Gross	1.17
29/01/93	-Robert Fleming	Bank Interest Gross	0.19
26/02/93	-Robert Fleming	Bank Interest Gross	0.18
31/03/93	-Robert Fleming	Bank Interest Gross	0.21
30/04/93	-Robert Fleming	Bank Interest Gross	0.19
28/05/93	-Robert Fleming	Bank Interest Gross	0.18
30/06/93	-Robert Fleming	Bank Interest Gross	0.21
Carried Forward			1280.02

NOTE: No balance should be shown on this account but only the total realisations and disbursements which should be carried forward to the next account.

**LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS**  
under section 192 of the Insolvency Act 1986

Disbursements			
Date	To Whom Paid	Nature of Disbursements	Amount £
		Brought Forward	0.00
15/07/92	-Willis Corroon Ltd	Specific Bond	20.00
22/07/92	-London Law	Liquidators Expenses	46.80
22/07/92	-London Law	VAT Receivable	8.18
01/10/92	-Tiffin Green	Accountancy Fees	440.62
15/12/92	-Tiffin Green	Accountancy Fees	528.75
Carried Forward			1044.35

# Analysis of Balance

Total Realisations.....	£ 1280.02
Total Disbursements.....	1044.35
Balance £	235.67
The balance is made up as follows	
1. Cash in hands of liquidator.....	0.00
2. Balance at bank.....	235.67
3. Amount of Insolvency Services Account.....	0.00
4. *Amounts invested by Liquidator	£ 0.00
Less: The cost of investments.....	0.00
realised	
Balance	
5. Accrued Items	0.00
	0.00
Total Balance as shown above..... £	235.67

NOTE - Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

The Liquidator should also state -

- (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up.

Assets (after deducting amounts charged to secured creditors	£
including the holders of floating charges).....	1261.25
Liabilities - Fixed charge creditors.....	0.00
Floating charge holders.....	0.00
Preferential & Unsecured creditors.....	35944.75

- (2) The total amount of the capital paid up at the date of the commencement of the winding up -

Paid up in cash.....	184872.00
Issued as paid up otherwise than for cash.....	0.00

- (3) The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

None

- (4) Why the winding up cannot yet be concluded

Agreement of Claims

- (5) The period within which the winding up is expected to be completed

6 months

Rule 4.223-CVL

The Insolvency Act 1986  
Liquidator's Statement of  
Receipts and Payments

Pursuant to Section 192 of  
the Insolvency Act 1986

# 5.192

For Official Use

To the Registrar of Companies

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Company Number

432549

Name of Company

JWC (1947) Limited

I/We

Barry David Lewis FCA MSPI  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

the liquidator(s) of the company attach a copy of my/our  
statement of Receipts and Payments under Section 192 of the  
Insolvency Act 1986.

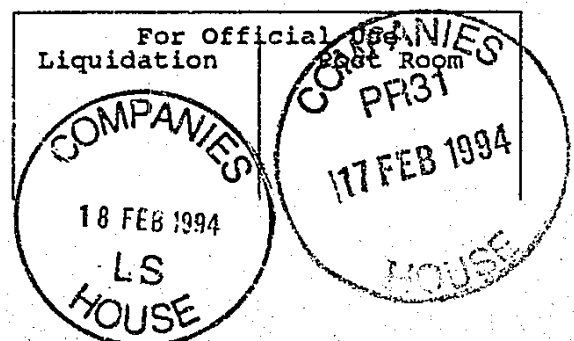
Signed

Date

15 February 1994

Harris Lipman  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD  
JW811-0/BDL/DS

Ref:



# LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS

## under section 192 of the Insolvency Act 1986

Name of Company..... JWC (1947) Limited

Company Registered Number..... 432549

State whether members' or  
creditors' voluntary winding up .... Creditors

Date of commencement of winding up.. 9 July 1992

Date to which this statement is  
brought down..... 8 January 1994

Name and Address of Liquidator

Barry David Lewis FCA MSPI ..  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

### NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

### FORM AND CONTENTS OF STATEMENT

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding up resolution and subsequently realised, including balance at bank, book debts and calls collected, property sold etc., and the amount of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on Page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into the Insolvency Services Account is not a disbursement and should not be shown as such; nor are payments into a bank, building society or other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a way as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

### TRADING ACCOUNT

(2) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the total of receipts and payments on the trading account must alone be set out in this statement.

### DIVIDENDS

(3) When dividends, instalments of composition, etc. are paid to creditors or a return of surplus assets is made to contributories, the total amount of each dividend, etc. actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend, etc. payable to each creditor or contributory.

(4) When unclaimed dividends, etc. are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the Liquidation Committee or of the creditors or of the company in general meeting, or by order of court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.



**LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS**  
under section 192 of the Insolvency Act 1986

Realisations			
Date	Of Whom Received	Nature of Assets Realised	Amount £
		Brought Forward	1280.02
30/07/93	-Robert Fleming	Bank Interest Gross	0.19
31/08/93	-Robert Fleming	Bank Interest Gross	0.21
30/09/93	-Robert Fleming	Bank Interest Gross	0.19
29/10/93	-Robert Fleming	Bank Interest Gross	0.19
30/11/93	-Robert Fleming	Bank Interest Gross	0.21
31/12/93	-Robert Fleming	Bank Interest Gross	0.10
Carried Forward			1281.11

NOTE: No balance should be shown on this account but only the total realisations and disbursements which should be carried forward to the next account.

**LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS**  
under section 192 of the Insolvency Act 1986

[illegible]

# Analysis of Balance

Total Realisations.....	£	1281.11
Total Disbursements.....		1044.35
Balance £		236.76
The balance is made up as follows		
1. Cash in hands of liquidator.....		0.00
2. Balance at bank.....		236.76
3. Amount of Insolvency Services Account.....		0.00
4. *Amounts invested by Liquidator	£	
Less: The cost of investments.....	0.00	
realised	0.00	
Balance		0.00
5. Accrued Items		0.00
Total Balance as shown above.....	£	236.76

NOTE - Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

The Liquidator should also state -

- (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up.

Assets (after deducting amounts charged to secured creditors including the holders of floating charges).....	£	1261.25
Liabilities - Fixed charge creditors.....		0.00
Floating charge holders.....		0.00
Preferential & Unsecured creditors.....		35944.75

- (2) The total amount of the capital paid up at the date of the commencement of the winding up -

Paid up in cash.....	184872.00
Issued as paid up otherwise than for cash.....	0.00

- (3) The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

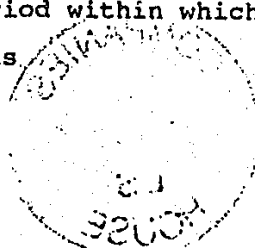
None

- (4) Why the winding up cannot yet be concluded

Agreement of claims

- (5) The period within which the winding up is expected to be completed

6 months



Rule 4.223-CVL

The Insolvency Act 1986  
Liquidator's Statement of  
Receipts and Payments

Pursuant to Section 192 of  
the Insolvency Act 1986

**5.192**

For Official Use

To the Registrar of Companies

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Company Number

432549

Name of Company

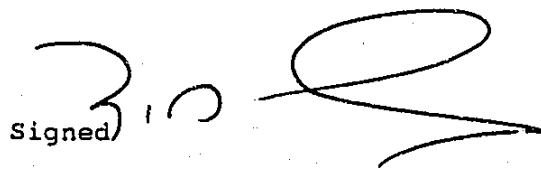
JWC (1947) Limited

I/We

Barry David Lewis FCA MSPI  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

the liquidator(s) of the company attach a copy of my/our  
statement of Receipts and Payments under Section 192 of the  
Insolvency Act 1986.

Signed



Date 23 August 1994

Ref:

Harris Lipman  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD  
JW811FO/BDL/DS

For Official Use  
Liquidation Post Room



LIQ \*L13VH438\* 498  
COMPANIES HOUSE 25/08/94

# LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS

under section 192 of the Insolvency Act 1986

Name of Company..... JWC (1947) Limited

Company Registered Number..... 432549

State whether members' or  
creditors' voluntary winding up .... Creditors

Date of commencement of winding up.. 9 July 1992

Date to which this statement is  
brought down..... 8 July 1994

Name and Address of Liquidator

Barry David Lewis FCA MSPI  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

## NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

## FORM AND CONTENTS OF STATEMENT

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding up resolution and subsequently realised, including balance at bank, book debts and calls collected, property sold etc., and the amount of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on Page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into the Insolvency Services Account is not a disbursement and should not be shown as such; nor are payments into a bank, building society or other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a way as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

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(4) When unclaimed dividends, etc. are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the Liquidation Committee or of the creditors or of the company in general meeting, or by order of court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.

**LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS**  
under section 192 of the Insolvency Act 1986

Realisations			
Date	Of Whom Received	Nature of Assets Realised	Amount £
		Brought Forward	1281.11
31/01/94	-Robert Fleming	Bank Interest Gross	0.10
28/02/94	-Robert Fleming	Bank Interest Gross	0.09
31/03/94	-Robert Fleming	Bank Interest Gross	0.10
29/04/94	-Robert Fleming	Bank Interest Gross	0.09
31/05/94	-Robert Fleming	Bank Interest Gross	0.10
30/06/94	-Robert Fleming	Bank Interest Gross	0.10
Carried Forward			1281.69

NOTE: No balance should be shown on this account but only the total realisations and disbursements which should be carried forward to the next account.



**LIQUIDATOR'S STATEMENT OF RECEIPTS and PAYMENTS**  
under section 192 of the Insolvency Act 1986

[illegible]

## Analysis of Balance

Total Realisations.....	£	1281.69
Total Disbursements.....		1044.35
	Balance £	237.34
The balance is made up as follows		
1. Cash in hands of liquidator.....		0.00
2. Balance at bank.....		237.34
3. Amount of Insolvency Services Account.....		0.00
4. *Amounts invested by Liquidator	£	
Less: The cost of investments.....	0.00	
realised	0.00	
Balance		0.00
5. Accrued Items		0.00
Total Balance as shown above.....	£	237.34

NOTE - Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

The Liquidator should also state -

- (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up.
 

Assets (after deducting amounts charged to secured creditors including the holders of floating charges).....	£	1261.25
Liabilities - Fixed charge creditors.....		0.00
Floating charge holders.....		0.00
Preferential & Unsecured creditors.....		35944.75
- (2) The total amount of the capital paid up at the date of the commencement of the winding up -
 

Paid up in cash.....	184872.00
Issued as paid up otherwise than for cash.....	0.00
- (3) The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)
 

None
- (4) Why the winding up cannot yet be concluded
 

Agreement of claims
- (5) The period within which the winding up is expected to be completed
 

6 months

Section 106 The Insolvency Act 1986  
Return of Final Meeting in a  
Creditors Voluntary Winding Up

# 5106

Pursuant to Section 106  
the Insolvency Act 1986

For Official Use

To the Registrar of Companies

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Company Number

432549

Name of Company

JWC (1947) Limited

I/We

Barry David Lewis FCA MSPI  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

give notice

1. that a general meeting of the company was ~~held~~/summoned for 23 September 1994 pursuant to section 106 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that ~~the same was done accordingly~~/no quorum was present at the meeting.

2. that a meeting of the creditors of the company was duly ~~held on~~/summoned for 23 September 1994 pursuant to section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up of the company has been conducted and the property of the company disposed of and that ~~the same was done accordingly~~/no quorum was present at the meeting.

Signed

Date 23.9.94

Harris Lipman  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD  
JW811F0/BDL/DS

Ref:

For Official Use  
Liquidation Post Room



LIQ \*L1IFK508\* 365  
COMPANIES HOUSE 27/09/94

Liquidator's statement of account: creditors voluntary winding up

JWC (1947) Limited

From 9 July 1992 To 23 September 1994

S of A	ASSET REALISATIONS		
9.00	Cash at Bank	9.00	
1252.25	H.L Clients' Account	1252.25	
NIL	Bank Interest Gross	20.53	
			1281.78
	COST OF REALISATIONS		
	Specific Bond	20.00	
	Liquidators Fees	293.75	
	Liquidators Expenses	71.39	
	Accountancy Fees	825.00	
	Corporation Tax	6.13	
	Statutory Advertising	65.51	
			( 1281.78)
	UNSECURED CREDITORS		
11698.75	B Luckin-Contingent Claim	NIL	
24246.00	Aniramsky Ltd	NIL	
			NIL
	DISTRIBUTIONS		
184872.00	Ordinary Shareholders	NIL	
			NIL
			( 0.00)
( 219555.50)			

- (1) Assets, including None shown in the statement of assets and liabilities and estimated to be of the value of Nil have proved unrealisable.
- 

- (2) Amount paid into the Insolvency Services account in respect of
- (a) Unclaimed dividends payable to creditors in the winding up Nil
  - (b) Other unclaimed dividends Nil
  - (c) moneys held by the company in trust in respect of dividends of other sums due before the commencement of the winding up to any person as a member of the company Nil


- (3) Other comment

None

Dated

23.9.94

Signed by the liquidator



Name & Address

Barry David Lewis FCA MSPI  
Harris Lipman  
2 Mountview Court  
310 Friern Barnet Lane  
Whetstone  
London N20 0LD

# DISSOLVED

00432549

JWC (1947) LIMITED

The Liquidators Account and Return of Final Meeting having been registered, this Company is deemed, pursuant to section 585(5) / 595(6), as applicable, of the Companies Act 1985 to be dissolved on the expiration of 3 months from the registration date shown below

RFM REGISTERED DATE

29/09/94

*E L Beal.*

E L BEAL (Mrs)  
for Registrar



\*004325494\*