

682338/

No. of Company.....

Form No. 41

## THE COMPANIES ACT, 1948



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

### Declaration of Compliance

with the requirements of the Companies Act, 1948  
on application for registration of a Company.

Pursuant to Section 15 (2)

Name of Company :

ADAMS (HENDON)

LIMITED

REGISTERED  
14 FEB 1951

resented by

~~ENEVER, STRONG, FREEMAN & CUSCOTT~~  
116/118, CHANCERY LANE, W.C.2

H. A. JUST & CO. LTD.  
Company Printers and Registration Agents

71 NEW OXFORD STREET, LONDON, W.C.1  
Telephone : TEMPLE BAR 2261

I, Leslie Freeman  
of 3 Pym Close Road, Russell  
IN THE COUNTY OF MIDDLESEX

*WMC*  
Delete words  
not applicable

Do solemnly and sincerely declare that I am [a solicitor of the  
Supreme Court engaged in the formation] (a) ~~[a person named in the~~  
~~Articles of Association as a Director/Secretary]~~

of ADAMS (HENDON)

\_\_\_\_\_ Limited,

and That all the requirements of the Companies Act, 1948, 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 118 Chancery  
London London WC2

the thirtieth day of January  
one thousand nine hundred and forty one  
before me,

W. R. Thompson  
(b) A Commissioner for Oaths.

Leslie Freeman

(a) or in Scotland 'a Solicitor engaged in the formation'  
(b) or Notary Public or Justice of the Peace.

683338 ✓  
No. of Company.....

0 4 2 9 1  
Form No. 25

ADAMS (HENDON) LIMITED

LIMITED



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41 Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

The NOMINAL CAPITAL of ADAMS (HENDON)

Limited,

is £5,000, divided into 5,000 shares of £1 each.

Signature.....

*Heke Jurea*

Solicitor acting in the formation  
Description..... of the Company.....

Date...30th January 1961

Presented by

ENGINEER, STRUCTURAL ENGINEER & ARCHITECT  
110, CHANCERY LANE, W.C.2

H. A. JUST & CO. LTD.  
Company Printers and Registration Agents  
71 NEW OXFORD STREET, LONDON, W.C.1  
Telephone : TEMPLE BAR 2261



THE COMPANIES ACT, 1913

683338/3

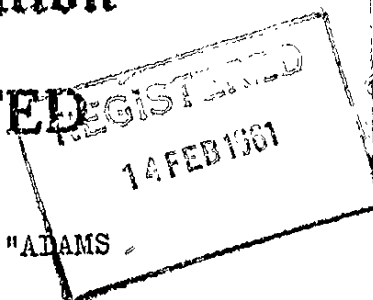
COMPANY LIMITED BY SHARES



# Memorandum of Association

OF

## ADAMS (HENDON) LIMITED



1. The name of the Company is :- "ADAMS (HENDON) 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 all or any of the following businesses, viz :- Heating, hot water, ventilating, sanitary, cooling, electrical, mechanical, civil, hydraulic, constructional, gas, electrical, electric light, radio, wireless, television, electronic consulting and general engineers and engineering agents, agents and licensees for and of and manufacturers of and dealers in patents, patent rights and patent articles of all kinds, and in iron, steel, copper, brass, plastics, rubber and composition substances and as foundries, converters, smelters, forgers, rollers, moulders and casters, of iron, steel, copper, brass, plastics, rubber, composition and other materials and as metal workers, brokers and merchants, metallurgists and manufacturers of case hardening products and other products of the like nature, boiler makers, smiths, fitters, general contractors, excavators, builders, builders' merchants, household and general ironmongers and manufacturers of and dealers in heating and electrical apparatus and apparatus connected with any of the aforementioned businesses and of all materials used in connection with engineering, building, decorating or similar trades, carpenters, joiners, plumbers, gas and electric light fitters, electricians, radio, wireless, television and electronic engineers, shipowners, ship builders, carters, carriers, haulage contractors, wharfingers, lightermen, shipping, railway and forwarding agents and general agents, factors and merchants and to buy, sell, manufacture, repair, alter, let on hire and generally deal both as principals and agents in machinery, plant, implements, apparatus, rolling stock and hardware of all kinds and in articles, commodities and things of every description which may be required for the purposes of any business which the Company is authorised to carry on or which are commonly dealt in by persons engaged in such businesses.



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses 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.
<p>ALLAN C CONNOLLY  Allan C. Connal.  4, Harrison Villas  Salway W.I. 5  Solicitor's Clerk  CHARLES C. V. TIBBITTS  Charles C. V. Tibbitts  76 Vinehune  Hillingdon Road  Clerke</p>	<p>One  one</p>

DATED this 30<sup>th</sup> day of January, 1961.

WITNESS to the above signatures

*John Freeman*

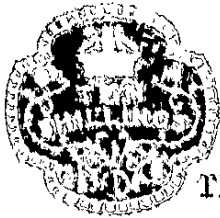
WITNESSES

3.5.61

1961

1961





682338

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

# Articles of Association

OF

## ADAMS (HENDON) LIMITED

14 FEB 1950

### PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

### PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

### SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

#### LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

#### TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company provided that for the purpose of this Clause "Member of the Company" shall include a person or persons appointed as new Trustees a legatee under the Will of or to the husband, wife or next of kin of a deceased member and the Trustee of a beneficiary subject to the Directors being satisfied that any transfer bona fide falls within one of these exceptions.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

#### PROCEEDINGS AT GENERAL MEETINGS.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to

that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### DIRECTORS.

9. The number of Directors shall not be less than two nor more than five and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association of the Company.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

#### ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ALLEGESSES AND DESCRIPTIONS OF SUBSCRIBERS

Alan. C. Connal  
4, Kervison Villas  
Ealing W.5  
Solicitor's Clerk

Charles. C. V. Tighe  
76 Vine Lane  
Hillingdon Middx  
Clerk

DATED this 31<sup>st</sup> day of January 1961.

WITNESS to the above signatures :-

*Leslie Freeman*

LITTLE FREEMAN,  
2, FINSbury PARK RD.  
ROXBOROUGH, MIDDLESEX,  
ENGLAND.

No. C. 173

DUPLICATE FOR THE FILE

No. 683338



# Certificate of Incorporation

I Hereby Certify, that

ADAMS (HENDON) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Fourteenth** day of  
**February** One Thousand Nine Hundred and Sixty **one.**

*A. J. Munn*  
Assistant Registrar of Companies.

Certificate  
received by

Date 12-2-67

Number of Company 683338.

No. 19

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Special Resolution

OF

ADAMS (HENDON) LIMITED.

PASSED the 18th day of October 1966.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company the subjoined Resolution was duly passed as a SPECIAL RESOLUTION:

### SPECIAL RESOLUTION.

"THAT the name of the Company be changed to AUDREY (LONDON) LIMITED".

REGISTERED

10 NOV 1966

*Chairman*  
Chairman.

LEWIS, CORRIE & LUCAS, LTD.

12, MARK LANE,

ST. MARKS, LONDON, E.C.2.

No. 683338



5/-

Reference: C.R.

BOARD OF TRADE

COMPANIES ACT, 1948

ADAMS (HENDON) LIMITED

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

REGISTERED

25 NOV 1966

AUDREY (LONDON) LIMITED

Signed on behalf of the Board of Trade

this TWENTY-FIFTH DAY OF NOVEMBER

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L.S. Whitfield*

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

C.60



DUPLICATE FOR THE FILE

No. 683338



## Certificate of Incorporation on Change of Name

Whereas

ADAMS (HENDON) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the FOURTEENTH DAY OF FEBRUARY, 1961

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

AUDREY (LONDON) LIMITED

Given under my hand at London, this TWENTY-FIFTH DAY OF NOVEMBER  
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Certificate received by

*L.S. Whitfield.*  
Assistant Registrar of Companies.

Date

Number of Company

683338



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Ordinary Resolution

OF

REGISTERED

5 JAN 1966

AUDREY (LONDON) LIMITED.

PASSED the 15th day of NOVEMBER, 1966.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office of the Company, the following Resolution was passed as an ORDINARY RESOLUTION :-

### RESOLUTION.

"THAT the Capital of the Company be increased to Ten thousand Pounds (£10000) by the creation of Five thousand (5000) shares of £1. each. Such new shares shall rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."

*Chairman*

Chairman.



Number of  
Company

683338



# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

MOOREY (LONDON)

**LIMITED**

**REGISTERED**

**5 JAN 1948**

**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).

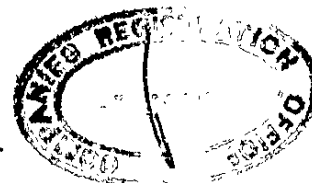
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

C. E. LAVERS (SECRETARY)

62/64 CHANCELLORS ROAD,

LONDON, E.C.4



**Form No. 10**

The Solicitors' Law Stationery Society, Limited  
19-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15-15a 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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES,

ANDREY (LONDON) Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by a \* ORDINARY  
Resolution of the Company dated the 15th day of NOVEMBER 1966  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £5000 (FIVE THOUSAND POUNDS) beyond the Registered Capital  
of £5000 (FIVE THOUSAND POUNDS)

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>5000</u>	<u>ORDINARY</u>	<u>£1</u>

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 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 [Signature]

State whether Director  
or Secretary

Secretary

Dated the 29th day of November 1966

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

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Increase of the Nominal Capital

OF

AUDREY (LONDON) LIMITED

REGISTERED

5 JAN 1967

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.)

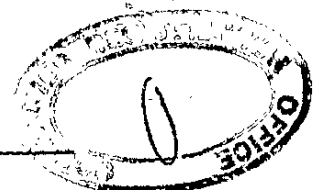
Presented by

Document Filer's Reference.....

L. C. LAVERS (SECRETARY)

62/64 CHANCELLORS ROAD,

LONDON, W.C.



Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 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

# THE NOMINAL CAPITAL

OF

AUDREY (LONDON) Limited

has by a Resolution of the Company dated  
15TH NOVEMBER 1966 been increased by  
the addition thereto of the sum of £5000,  
divided into:—

5000 ORDINARY Shares of £1 each

Shares of each

beyond the registered Capital of 5000 ORDINARY

SHARES OF £1 EACH

Signature



(State whether Director or Secretary)

Secretary

Dated the 29th day of November 1966

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

No. of Company:

683358

29

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

AUDREY (LONDON) LIMITED

Passed 20th June 1969

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Queens Wharf, Queen Caroline Street Hammersmith London W.6. on Friday the 20th day of June 1969 the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION, viz:-

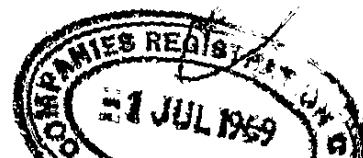
SPECIAL RESOLUTION

THAT the Articles of Association already prepared a copy whereof has been initialled by Mr. J. L. Wallace the chairman for the purpose of identification be adopted by the Company in lieu of all previous Articles of Association and that the secretary be directed forthwith to register the same with the Registrar of Companies.

*J. Leslie Wallace.*

J. L. WALLACE

Chairman.



THE COMPANIES ACTS, 1948 to 1967

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COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

AUDREY (LONDON) LIMITED

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1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, Clauses 24 and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied, by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. 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.

4. The lien conferred by Clause 11 in Part I 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.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

7. Regulations 89 to 95 inclusive and regulation 97 of Part I of Table A shall not apply.

8. The holder or holders of a majority in nominal value of the issued shares for the time being of the Company may from time to time appoint any person to be a Director and any such appointee may at any time be removed from Office by such holder or holders. Any such appointment or



removal shall be by notice in writing left at or sent to the Registered Office of the Company and signed by such holder or holders and shall take effect from the time of receipt of such notice at the Registered Office.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

J. Lester Wallace.

No. of Company: 003538

139  
THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AUDREY (LONDON) LIMITED

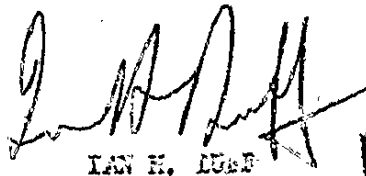
Passed on the 26th day of October 1973

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Queen's Wharf, Queen Caroline Street, London, W.C. on the 26th day of October 1973, the following SPECIAL RESOLUTION was duly passed:

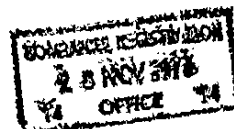
RESOLUTION

That Article No. 9 of the Articles of Association of the Company be amended to read as follows:-

The number of Directors shall not be less than four nor more than ten.

  
IAN H. DUFF

CHAIRMAN



No. of Company: 683338

47

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

AUDREY (LONDON) LIMITED

PASSED

27th August, 1976.

At an EXTRAORDINARY GENERAL MEETING of the Members of the abovenamed Company, duly convened and held at Queen's Wharf Queen Caroline Street Hammersmith London W.6. on Friday the 27th day of August 1976 the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION, viz:-

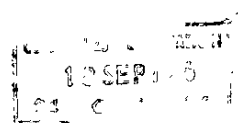
SPECIAL RESOLUTION

THAT the Special Resolution passed on the 26th day of October 1973 amending Article 9 of the Articles of Association of the Company be hereby revoked and the Articles of Association of the Company be at all times read and construed as though the said Special Resolution had never been passed.

..... D.N. Devenish

D.N. DEVENISH.

Chairman.



# THE COMPANIES ACTS 1948 TO 1980

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

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

\*delete if inappropriate

### Note

Please read notes 1 to 5 overleaf before completing this form

\*delete as appropriate

To the Registrar of Companies

For official use

Company number

001

683338

Name of company

AUDREY (LONDON) Limited\*

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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:

Day Month  
30 09

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  
30 09 1984

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

\*delete as appropriate

The company is a [subsidiary] ~~holding company~~† of BATEMAN GRANT NET HOLDINGS LIMITED

company number 456424

the accounting reference date of which is 30.09

\*delete as appropriate

Signed

*D. Best*

~~[Director]~~ [Secretary] § Date 26. 1. 1984.

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

AUDREY (LONDON) LIMITED  
QUEENS WHARF  
QUEEN CAROLINE STREET  
LONDON, W6 9RT  
D.B.

General section

Post box



683338/71

**HERBERT PEPPER & RUDLAND**  
CHARTERED ACCOUNTANTS

D BROWNING  
A F A WRIGHT  
J B INNES  
C J LLOYD

GUN REF

CJL/em

YOLA REF

33 ST. JAMES'S STREET  
LONDON SW1A 1HX

TELEPHONE 01-839 4084/5 & 1727

TELEGRAMS ACCOUNTS LONDON SW1

AND AT BEACONSFIELD

TELEPHONE CHALFONT ST. GILES 4815

The Directors  
Rosser and Russell Limited  
Queen's Wharf  
Queen Caroline Street  
Hammersmith  
London W6 9RJ

23 August 1984

Dear Sirs

We hereby tender our resignation with effect from today's date as auditors to the company, and also as auditors of the following subsidiary companies:

Rosser and Russell Building Services Limited  
Rosser and Russell (Services) Limited  
Rosser and Russell (Electrical) Limited  
Rosser and Russell (International) Limited  
Rosser and Russell M & E Services Limited  
Rosser and Russell (Plumbing) Limited  
Webster Ductwork Limited  
Audrey Investments Limited  
Audrey (London) Limited C 8 3338

We also confirm that we are not aware of any matters which ought to be brought to the attention of the shareholders of the above companies.

Yours faithfully







683338



# Memorandum of Association

OF

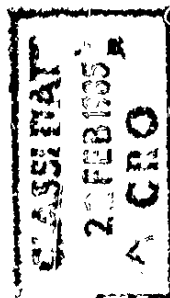
## ADAMS (HENDON) LIMITED

1. The name of the Company is :- "ADAMS (HENDON) 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 all or any of the following businesses, viz :- Heating, hot water, ventilating, sanitary, cooling, electrical, mechanical, civil, hydraulic, constructional, gas, electrical, electric light, radio, wireless, television, electronic consulting and general engineers and engineering agents, agents and licensees for and of and manufacturers of and dealers in patents, patent rights and patent articles of all kinds, and in iron, steel, copper, brass, plastics, rubber and composition substances and as founders, converters, smelters, forgers, rollers, moulders and casters, of iron, steel, copper, brass, plastics, rubber, composition and other materials and as metal workers, brokers and merchants, metallurgists and manufacturers of case hardening products and other products of the like nature, boiler makers, smiths, fitters, general contractors, excavators, builders, builders' merchants, household and general ironmongers and manufacturers of and dealers in heating and electrical apparatus and apparatus connected with any of the aforementioned businesses and of all materials used in connection with engineering, building, decorating and similar trades, carpenters, joiners, plumbers, gas and electric light fitters, electricians, radio, wireless, television and electronic engineers, shipowners, ship builders, carters, carriers, haulage contractors, wharfingers, lightermen, shipping, railway and forwarding agents and general agents, factors and merchants and to buy, sell, manufacture, repair, alter, let on hire and generally deal both as principals and agents in machinery, plant, implements, apparatus, rolling stock and hardware of all kinds and in articles, commodities and things of every description which may be required for the purposes of any business which the Company is authorised to carry on or which are commonly dealt in by persons engaged in such businesses.



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.



- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To contribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p> <i>Alban C. Connal</i>  <i>Alban C. Connal</i>  <i>4, Morrison Villas</i>  <i>Salisbury W. S.</i>  <i>Solicitor's Clerk</i>  <i>CHARLES C. TIBBITTS</i>  <i>Charles C. V. Tibbitts</i>  <i>76 Vine Lane</i>  <i>Hillingdon Road</i>  <i>Clerk</i> </p>	<p> <i>One</i>      <i>one</i> </p>

WITNESS to the above signatures :-

Signatures: *Mike Freeman*

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

AUREY (LONDON) LIMITED

---

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, Clauses 24 and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied, by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. 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.

4. The lien conferred by Clause 11 in Part I 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.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

7. Regulations 89 to 95 inclusive and regulation 97 of Part I of Table A shall not apply.

8. The holder or holders of a majority in nominal value of the issued shares for the time being of the Company may from time to time appoint any person to be a Director and any such appointee may at any time be removed from Office by such holder or holders. Any such appointment or

removal shall be by notice in writing left at or sent to the Registered Office of the Company and signed by such holder or holders and shall take effect from the time of receipt of such notice at the Registered Office.

9. A Director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

J. L. Wallace.

10. Regulation 86 shall not apply in so far as it calls for directors present at meetings to sign their names in a book.

No. of Shares: 1000

139  
THIS CERTIFICATE IS VALID TO BE

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AUDREY (LONDON) LIMITED

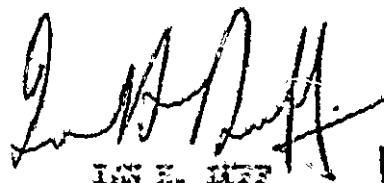
Passed on the 26th day of October 1973

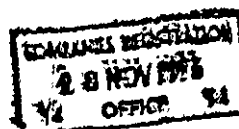
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Queen's Wharf, Queen Caroline Street, London, W.C. on the 26th day of October 1973, the following SPECIAL RESOLUTION was duly passed:

RESOLUTION

That Article No. 3 of the Articles of Association of the Company be amended to read as follows:-

The number of Directors shall not be less than four nor more than ten.

  
IAN H. KEMP



SECRETARY

47  
THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

AUDREY (LONDON) LIMITED

PASSED

27th August, 1976.

At an EXTRAORDINARY GENERAL MEETING of the Members of the abovenamed Company, duly convened and held at Queen's Wharf Queen Caroline Street Hammersmith London W.6. on Friday the 27th day of August 1976 the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION, viz:-

SPECIAL RESOLUTION

THAT the Special Resolution passed on the 26th day of October 1973 amending Article 9 of the Articles of Association of the Company be hereby revoked and the Articles of Association of the Company be at all times read and construed as though the said Special Resolution had never been passed.

.....*D.N. Devenish*.....  
D.N. DEVENISH.

Chairman.

**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

21

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

To the Registrar of Companies

For official use

Company number

☒ 18/8

683338

Name of company

\* 1 AUDREY (LONDON) LTD.

\* Insert full name of company

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 9

† 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][~~is to be treated as having come to an end~~†] on

Day Month Year

3 0 9 1 9 8 6

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

1. (54)

/ [Director][Secretary]† Date

26.3.87

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

F. CHOGLAY  
QUEEN'S WHARF  
QUEEN CAROLINE STREET  
LONDON W6 9RJ

For official Use  
General Section

Post room

