

Number of
Company 846654

Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
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).

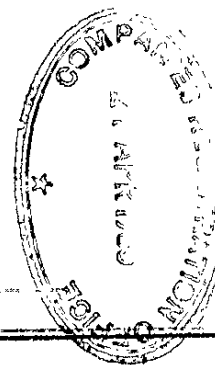
Insert the
Name of the
Company.

P.C. COMPANY LTD & CO. LTD

LIMITED

by

HARWAR & SON,
Law and General Agents,
87 CHANCERY LANE, W.C.2.



The Solicitors' Law Stationery Society, Limited
1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
hn 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

I, _____

of _____
7-11-1961, 1961, 1961.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("A PERSON NAMED IN

THE ARTICLES OF ASSOCIATION AS A DIRECTOR

of _____
N.1. SEEFHART & COMPANY

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.

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

Declared at 373, Newmarket Road.

S. B. 27 in the County of
London

the 30th day of March

one thousand nine hundred and sixty-
five

Before me,

[Signature]

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

[Signature]

Declared at 64 HIGH ST
LONDON in the County of
MIDDLSEX this 14th day of
April 1961

[Signature]
SOLICITOR

Number of
Company

846654

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

F.C. SHEPHERD & SONS

23 APR 65



LIMITED

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

THE NOMINAL CAPITAL of the above named Company is £ 1,000

Signature

Description

DIRECTOR

Dated the 29th day of March 1965

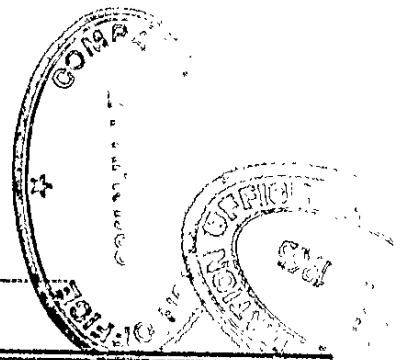
NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Witnessed by

HARWAR & SON,
Law and General Agents,
87 CHANCERY LANE, W.C.2.

HOL
7215



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
in 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

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

Memorandum

—AND—

Articles of Association

—OF—

F. C. SHEPHERD & CO. LIMITED

846654

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

F. C. SHEPHERD & CO. LIMITED

1. The name of the Company is "F. C. SHEPHERD & CO. LIMITED".

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

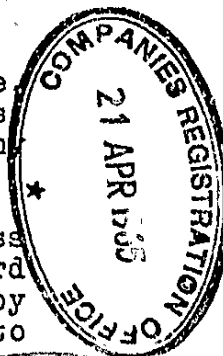
3. The objects for which the Company is established are :-

(A) (i) To purchase and carry on the business of builders contractors and decorators carried on by Mr. Albert Frederick Johnson at 21/27 Dalton Street, West Norwood, London, S.E.27 and accordingly to enter into and carry into effect, with or without modification, an agreement with the said Albert Frederick Johnson in the terms of the draft, which has, for the purpose of identification, been initialled by the subscribers to the Memorandum and Articles of Association

(ii) To carry on business as Builders, Builders' Merchants and Contractors, General Contractors and Repairers of all classes of properties, bricklayers, stonemasons, concrete workers, house breakers, pointing contractors, pavement light makers, shop front fitters, painters, smiths, plasterers, decorators, french polishers, paper hangers, sanitary heating and electrical engineers, plumbers, joiners, carpenters, masons, engineers, electricians, lime and cement merchants, steeplejacks, garage proprietors, cartage contractors, carriers and gas and hot water fitters.

(B) To erect, construct, alter, maintain, decorate, repair, cleanse and finish buildings, erections, constructions and works of all kinds in any materials or manner.

(C) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to



HARWAR & SON
Law and General Agents,
87 CHANCERY LANE, W.C.2.

HGL:
7215

any of the above businesses or the general business of the Company.

- (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, patents, patent rights licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or in any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter, and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of Mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (I) 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.
- (J) 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.
- (K) To grant pensions, allowances, gratuities, and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or

concur in establishing and maintaining trusts, funds, or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support, or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any Club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed 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.
- (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 fully or partly paid-up shares of any Company or corporation with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities 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, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits union of interests or co-operation with any company, firm or persons carrying on or proposing to carry on any business within the objects of this Company, and to acquire and to hold, sell, deal with or dispose of shares, stock, or securities of any such Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interests or capital of any shares stock or securities of and to subsidise or otherwise assist 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock, or securities issued by or any other obligations of any such company.

- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (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 or over, and in any such manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other Company whose objects are or include objects similar to those of this Company whether by sale or purchase for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (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 objects or any of them.



4. Each of the above objects shall be deemed to be the principal object of the Company.

5. The liability of the Members is limited.

6. The Share Capital of the Company is £1000 divided into 1000 Shares of £1 each. The Shares in the original or any increased capital may be divided into several

classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
 78 Pine Hill.	One.
Epsom Surrey (Building contractor)  78 Pine Hill. Epsom Surrey (Housewife)	One.

DATED this 29th day of March, 1965.

WITNESS to the above Signatures :-

A.B. Duncan.
 1. Rushmore House,
 Holderness Way,
 Knights Hill.
 London. S.E. 27.

THE COMPANIES ACT. 1948.

846654

COMPANY LIMITED BY SHARES



Articles of Association

OF

F.C. SHEPHERD & CO. LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A of the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A Part II") shall apply to the Company.

2. Regulations 3, 4, 24, 53, 71, 75, 77, 79, 88, 96, 97, and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining Regulations of Table A, Part I and Regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company.

3. Notwithstanding anything contained in these Articles, any Director may vote upon any Resolution for carrying this Article into effect or upon any question or matter arising thereout, notwithstanding that he is interested therein.

SHARES.

4. The Shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to Regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

5. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that

they are or at the option of the Company are liable to be redeemed.

LIEN

6. In Regulation 11 of Table A, Part I the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

7. (A) Subject as in these Articles provided, any share may be transferred to any Member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife, or husband, and any share of a deceased member may be transferred to the widow or widower or any such other relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) Regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring Member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale Notice") constituting the Company his Agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing Members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his Certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and shall give notice accordingly, or if within such period through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months thereafter, but subject to Regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES

8. The proviso to Regulation 32 of Table A, Part I, shall be omitted.

NOTICE OF GENERAL MEETING

9. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETING

10. The words "the appointment of, and" shall be omitted in Regulation 52 of Table A, Part I.

11. The words "twenty four" shall be substituted for the words "thirty" in Regulation 57 of Table A, Part I.

12. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A, Part I.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two or more than six. MR. ALBERT FREDERICK JOHNSON, MRS. OLIVE MARY JOHNSON, MR. THOMAS LEONARD DUNCAN HUMPHRIES and MR. ALAN BOWER DUNCAN shall be the first Directors of the Company.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in Regulation 78 of Table A, Part I.

BORROWING POWERS

15. The Directors may exercise without limit 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.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director;
- (2) If he ceases to be a Director by virtue of Section 182 of the Act;
- (3) If he become bankrupt or enters into any arrangement with his Creditors;

- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act;
- (5) If he becomes of unsound mind;
- (6) If he is removed from office under Section 184 of the Act.

17. Any person may be appointed, or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

18. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in Regulation 92 of Table A, Part I.

19. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

CAPITALISATION OF PROFITS

20. All the words in Regulation 129 of Table A, Part I, after the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be substituted therefor; "of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members".

NOTICES

21. In Regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

22. In Regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

23. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets

of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

A. J. Johnson
78 Pine Hill.

Yson. Doney.
(Building contractor).

Olive Johnson

78 Pine Hill.

Yson. Doney
(Housewife)

DATED this 29th day of *March*, 1965.

WITNESS to the above Signatures :-

A. B. Duncan,
1 Renshaw House,
Holderness Way,
Knights Hill,
London. (E. 7).

DUPLICATE FOR THE FILE.

No. 846654



Certificate of Incorporation

I Hereby Certify that

F. C. SHEPHERD & CO. LIMITED

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

Given under my hand at London this TWENTY-SIXTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Assistant Registrar of Companies.

Certificate
received by

Date

Number of
Company

86656

10

Form No. 103

THE COMPANIES ACT. 1948



A's.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
Company

F.C. Shepherd & Co.

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by Sydenham, Snowden, Nicholson & Co.,

27 Martin Lane, Cannon Street,

London, E.C.4.



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

F.C. Shepherd & Co.

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 27 Martin Lane, Cannon Street, London, E.C.4.

Signature

(State whether
Director or Secretary) Director

Dated the 29th day of July 1968.

846654

number of company
form No. 27

24

THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of F. C. SHEPHERD & CO.

Limited

Passed the 2nd day of June 1975

At an Extraordinary General Meeting of the above-named Company, duly convened
and held at Alderney Works, Tierney Road,
Streatham Hill, London, SW2 4QH.

on the 2nd day of June 1975,

the following ORDINARY RESOLUTION(S) was/were duly passed:—

"That the share capital of the company
be increased from £1,000 to £10,000
by the creation of 9,000 additional
shares of £1 each".



W. P. Wigan

Director

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
Company Registration Agents, Printers & Publishers
Wilec House 82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010



W3

No. of Company 846654 / 25

Notice of increase in nominal capital

To the Registrar of Companies

Name of Company F. C. SHEPHERD & CO. Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the
2nd June 1975....., the nominal capital of the company has been increased by the
 addition thereto of a sum of £ 9.000..... beyond the registered capital of £ 1.000.....

The additional capital is divided as follows:-

Number of shares

9000

Class of share

Ordinary

Nominal amount of each share

K

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

(If any of the shares are preference shares state whether they are redeemable or not)

The shares are to rank *pari passu* in all respects with the existing shares in the Company.

Signed

State whether

Director or Secretary

Date _____

* Delete "Un ed" if not applicable

**** Delete if necessary**

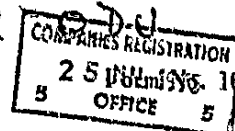
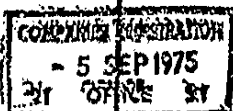
(see notes over}caf)

Presented by:

Sydenham Sweden Nicholson & Co.,
27 Fester Lane,
London EC4R 9DU

Presenior's reference:

AK5



Margin reserved for binding