

NO. OF COMPANY 895332

ICF. 41

THE COMPANIES ACT, 1948.

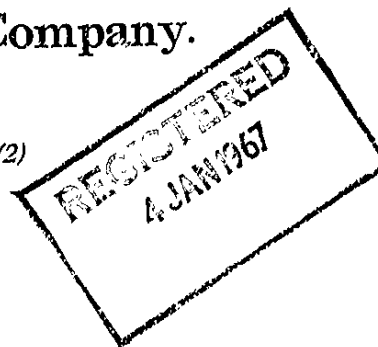


A 5/-
Company's
Registration
Fee Stamp
must be
pressed
here.

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



NAME OF
COMPANY

West Triangle Rentals

LIMITED.

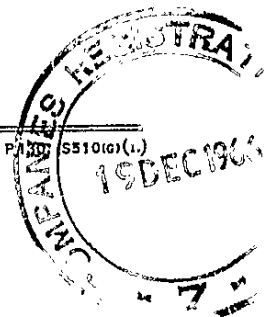
CAT. No. C.F.41.

SHAW & SONS
LIMITED

Levy Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

JACKSON, HOLLEDGE & WHITE



I, Mervyn Gilbert Douglas
of 16 Salisbury Road,
Bristol 4.

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

of West Triangle Rentals

9

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, 1935."

Declared at *Chiffon in*
the City of London
granted
the 8 day of November
One thousand nine hundred and Sixty-Six
before me,

AK Douglas

John Harvey
A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

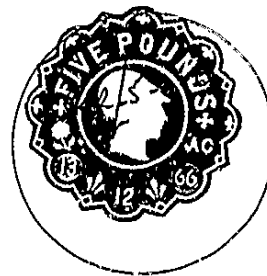
(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.

NO. OF COMPANY.....895332/2

[C.A. 25]

COMPANY LIMITED BY SHARES.

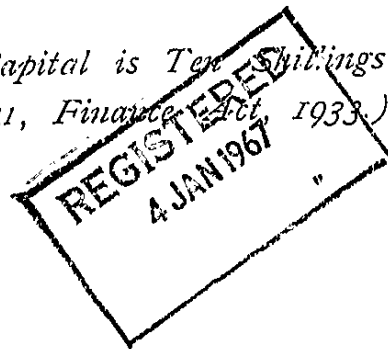


Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100 — Sec. 41, Finance Act, 1933.)



NAME OF

COMPANY.....West Triangle Rentals

.....LIMITED.

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

CAT. No. C.A.25.

S584 (N) O

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented for registration by JACKSON, HOLLEDGE & WHITE

MIDLAND BANK CHAMBERS

81, QUEENS ROAD



The Nominal Capital

of West Triangle Rentals

LIMITED,

is £1,000, divided into 1,000 shares of £1

each.

Signature



Description

Director.

Date 4th November, 1966.

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

(a) 10/2

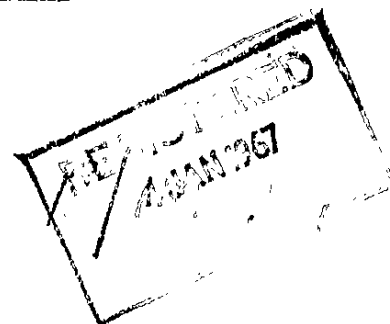
12/12/66
Gunn



THE COMPANIES ACT, 1948 ✓

895332/3 ✓

COMPANY LIMITED BY SHARES



Memorandum of Association

— OF —

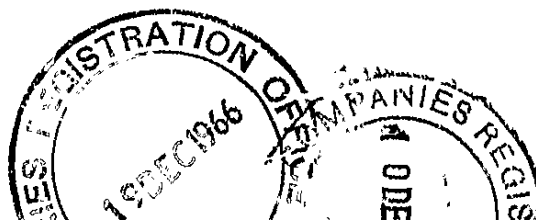
WEST TRIANGLE RENTALS LIMITED

1.—The name of the Company is WEST TRIANGLE RENTALS LIMITED. ✓

2.—The Registered Office of the Company will be situated in England. ✓

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

- (a) To carry on in all their branches the business of renters and hirers of all forms of heating plant, equipment and installations, and as hirers, manufacturers, importers, exporters, distributors and repairers of wholesale and retail dealers in and agents for the sale of plant, equipment, fixtures, fittings, furniture, huts, temporary buildings, caravans, automobiles, aircraft, seacraft, vehicles of all descriptions, furniture, hardware, instruments, apparatus, domestic appliances and articles of household use and hire purchase financiers in connection with any of the foregoing.



- (b) To carry on any other business of any description which in the opinion of the Company 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 construct, carry out, improve, work and manage any properties, roads, paths, tramways and bridges, plant, factories, warehouses, shops and other works which may seem directly or indirectly conducive to any of the objects of the Company.
- (d) To purchase, take on lease, or otherwise acquire and hold, improve, mortgage, charge, rent, hire, surrender, licence, any freehold, leasehold or other lands, hereditaments, buildings or other property, chattels, and effects and erect, pull down, repair, alter or develop any site or buildings, and adapt the same for the purpose of the Company's business.
- (e) 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.
- (f) To apply for, purchase or otherwise acquire any patents, licenses 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.

- (g) 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 interest in, any other Company.
- (h) To invest and deal with the moneys of the Company in any manner that the Company may think fit.
- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (j) 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 venture arrangement with any person, persons, firm, or Company, having for its objects similar objects to those of this Company or any of them.
- (k) 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.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) 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.

- (o) 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.
- (p) 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.
- (q) 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 or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (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 £1,000 divided into 1,000 Shares of £1 each. ✓

WE, the several people 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 & DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<i>Richard James Douglas.</i> <i>153 Llaneston Road</i> <i>Kingwood Bristol.</i> <i>Heating Engineer.</i>	<i>one.</i>
<i>Hervey Willmet Douglas.</i> <i>16 Lullington Road</i> <i>St. Anne's</i> <i>Bristol & Heating Engineer</i>	<i>One</i>

Dated this *4th* day of *November*, 19*66*.

WITNESS to the above signatures :

Edward F. J. Jackson,
Chartered Accountant,
St. Lucius Road
Bristol, T.

895332/4

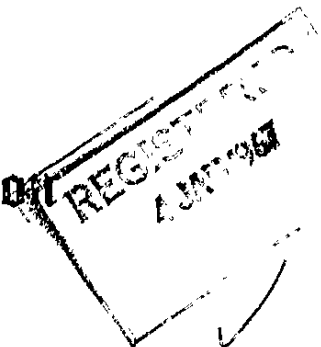
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THE COMPANIES ACT 1948 ✓



COMPANY LIMITED BY SHARES ✓

Articles of Association



____ OF _____

WEST TRIANGLE RENTALS LIMITED

PRELIMINARY.

1.—The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act 1948 (hereinafter referred to as Table "A") shall except as hereinafter provided apply to the Company and Regulation I of Part 1 of Table A shall apply to the construction of these Articles.

2.—Regulations 3 of Part II, and the proviso to 32, 53, 60, 75 and proviso to 79, 84, 88 and 94 of Part I shall not apply to this Company.

Art. 5

SHARES.

3.—Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS.

4.—If any such separate general meeting as is referred to in Regulation 4 of Part I of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES.

5.—Any shares may be transferred by a member to any child or other issue, father, mother, brother, sister, husband or wife of such member, and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member, or of a settlement created by a deceased member may be transferred upon any change of Trustees to the Trustees for the time being of such will or settlement or to a person to whom the deceased member would have been entitled to transfer the same during his life. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share.

SPECIAL CLAUSE

6.—The Holder of any number of the Company's Shares up to and including 100 who dies or, if employed by the Company, leaves the Company's service for any reason whatever agrees on behalf of himself, his Administrators and Assigns to transfer the Shareholding immediately on decease or leaving the Company's service respectively to the Chairman of the Company for the time being or to any person he may in writing appoint and such Holder authorises the Directors of the Company to appoint any one of their Members effectively to make such transfer on behalf of such Holder and the consideration for such transfer shall be the payment to such Holder by the Chairman of the Company or the appointee, transferee of the sum of £1 per share transferred.

QUORUM.

7.—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; two members present in person shall form a quorum.

DIRECTORS.

8.—The number of Directors shall not be more than five.

9.—Richard Brian Douglas, Richard James Douglas, Mervyn Wilbert Douglas and Joan Marcia Douglas shall be the first Directors of the Company.

POWERS AND DUTIES OF DIRECTORS.

10.—A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

11.—Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

12.—The Office of Director shall be vacated if the Director:—

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

13.—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. A general disclosure that a Director is interested in transactions with any particular firm or company shall be sufficient disclosure for this purpose.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS
<p>Richard James Douglas 153 Charlton Road, Kingwood, Bristol. Heating Engineer.</p> <p>Hervey Willburt Douglas 16 Salisbury Road St. Anne's Bristol 4 Heating Engineer.</p>

Dated this ~~14~~ day of November, 1966.

WITNESS to the above signatures:

Edward F. N. Jackson,
Chartered Accountant,
81, Queens Road,
Bristol, 8.

DUPLICATE FOR THE FILE.

No. 695332



Certificate of Incorporation

I Hereby Certify that

WEST TRIANGLE RENTALS LIMITED

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

Given under my hand at London this FOURTH DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L. S. Whitfield
Assistant Registrar of Companies.

Certificate
received by }

Date

P



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 260

WEST TRIANGLE RENTALS LIMITED
39 TRIANGLE WEST,
BRISTOL 8

Please reply to The Registrar
Your reference

Gaz List 3827

DEF 6 895332

Date - 6 JUN 1974

The Companies Act 1948

WEST TRIANGLE RENTALS LIMITED

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

DATED THIS - 6 DAY OF JUNE 1974


for Registrar

DEF 6

V1723

895332

WEST TRIANGLE RENTALS LIMITED

DISSOLUTION ACTION IS IN ABEYANCE

IMPORTANT

This notice is not an indication that the company will not be dissolved. It intimates that an objection to striking off has been received by the Registrar.

If the company is dissolved the Registrar will publish notice thereof in the London Gazette. At the same time a blue form C25A will be placed on this file stating that the company has been dissolved.

24 OCT 1975

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

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

To the Registrar of Companies

For official use

Company number

1317

895332

Name of company

FIRST TRIANGLE RENTALS LIMITED

* 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 on leaf before completing this form

Day Month

3 0 1 1

* Insert 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 1 1 1 9 8 5

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

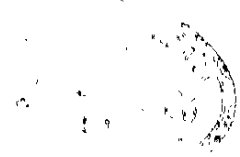
[Director][Secretary]† Date

25/6/86

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

For official Use
General Section

Post room



Company Number: 895332

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 387 of the Companies Act 1985

of WEST TRIANGLE RENTALS LIMITED

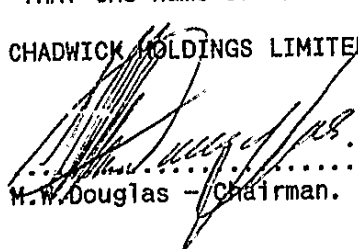
passed the 30th. day of July 1990.

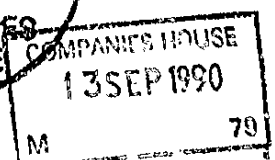
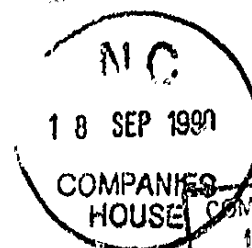
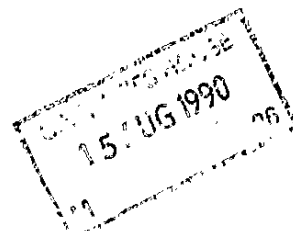
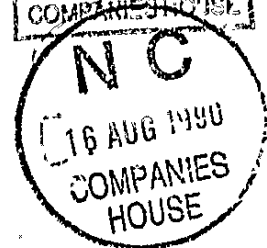
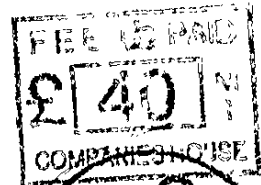
By Memorandum in lieu of an Extraordinary Meeting of the Members pursuant to Regulation 53 of Table A which is incorporated in the Company's Articles of Association by virtue of Article 1 thereof dated 30th. day of July 1990,

the following SPECIAL RESOLUTION was passed:-

"THAT the name of the Company be changed to

CHADWICK HOLDINGS LIMITED"


M.W. Douglas - Chairman.



Lloyds
840745

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 895332

I hereby certify that

WEST TRIANGLE RENTALS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

CHADWICK HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 SEPTEMBER 1990

A handwritten signature in dark ink, appearing to be 'A. H. L. ...', written over a faint, illegible stamp.

an authorized officer