



57.12

● NO. OF COMPANY..... 902151

THE COMPANIES ACT, 1948.

● 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 (1) HEREAF.)



NAME OF
COMPANY.....

● A. L. STIDWORTHY & COMPANY (BUILDERS) LIMITED.

CAT. No. C.F.41.

CS11 JS164(J) L

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



The Filing Fee is 5/-
Form No. 41

I, DAVID ST. CLAIR MORGAN
of 116 CHANCERY LANE, LONDON. W.C.2.

DO solemnly and sincerely declare that I am ~~not~~ [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~],

of _____

A. L. KIDWORTHY & COMPANY (BUILDERS) 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 Cliffords Inn
in the City of
London
the 22 day of March

One thousand nine hundred and sixty seven
before me, John Brown

A Commissioner for Oaths (b)

D. St. Clair Morgan

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.

(a) Delete words not required.

(b) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

NO. OF COMPANY.....

902151

2

COMPANY HAVING A SHARE CAPITAL.

NAME OF

COMPANY.....

A. L. MIDWORTHY & COMPANY (BUILDERS) LIMITED.

Statement of the Nominal Capital

made pursuant to Section 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.)

REGISTERED
29 MAR 1967

The Nominal Capital of the above-named Company is £4000

Signature.....

George A. Jordan

Date.....

27th March 1967

Description.....

Subscriber

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

CAT. NO. C.A.25.

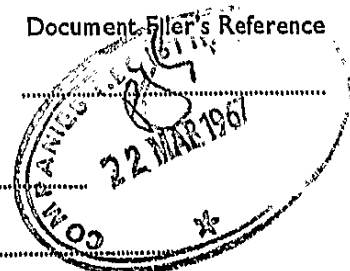
S1410 (b) □

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by

Document Filer's Reference



FORM No. 25.



The Companies Act, 1948

COMPANIES
REGISTRATION



902151

COMPANY LIMITED BY SHARES

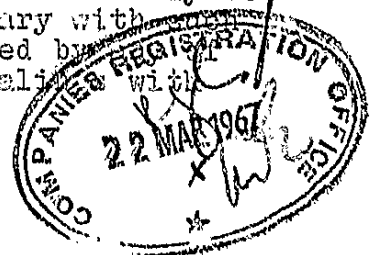
Memorandum of Association

OF

A.L. STIDWORTHY & COMPANY (BUILDERS)
LIMITED.

REGISTERED
29 MAR 1967

1. The Name of the Company is "A.L. STIDWORTHY & COMPANY (BUILDERS) 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 businesses of Builders and Building Contractors, Civil Engineers, Contractors for the construction, maintenance, repair, decoration and alteration of Buildings of all kinds, Builders' Merchants, Proprietors, Hirers, Letters on Hire, Manufacturers, Repairers, Merchants and Factors of, Agents for and Dealers in Builders' and General Contractors' Plant, Machinery, Implements, Equipment and Appliances of all kinds, Merchants of and Dealers in Stone, Sand, Gravel, Bricks, Tiles, Slates, Lime, Cement and General Building Materials and Requisites and Plastic and Plastic Substances, Materials and Goods of every description, Plumbers, Painters and Decorators, Timber Merchants and Sawmill Proprietors, Importers of and Dealers in Joinery, Hard and Soft Woods, Veneers, Mouldings and Building Woodwork of all kinds, Carpenters, Joiners, Turners, Coopers and Packing Case Makers, Cabinet Makers, Shop and Office Fitters, French Polishers, Electrical, Gas, Hot Water, Heating, Mechanical, Motor and General Engineers, Hardware Merchants and General Ironmongers, Garage and Petrol Filling Station Proprietors, Motor Dealers, Agents and Distributors, Cafe and Restaurant Proprietors, Caterers, Confectioners, Tobacconists and Newsagents, Travel Agents, Haulage Contractors, Undertakers, Insurance Agents, Property Owners, Repairers and Jobbers, Auctioneers, Valuers, Architects, Surveyors, House, Land and Estate Agents.
 - (B) To manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with any businesses or are likely to be required by the customers of or persons having dealings with the Company.



- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (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 (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

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

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

- 4. The Liability of the Members is Limited.
- 5. The Share Capital of the Company is £4,000, divided into 4,000 Shares of £1 each.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS. | No. of Shares taken by each Subscriber. |
|--|---|
| <p><i>George A. Boreauy</i> <i>116 Pancrasy Lane.</i> <i>London. W. C. 2.</i> <i>Commercial Manager,</i></p> <p><i>[Signature]</i> <i>116 Pancrasy Lane</i> <i>London W.C. 2</i> <i>Commercial Manager</i></p> | <p><i>One</i></p> <p><i>One</i></p> |
| TOTAL SHARES TAKEN. | <i>Two</i> |

Dated this *21st* day of *March* 19 *67*

Witness to the above Signatures :-

A. K. Grant,
116 Pancrasy Lane,
London, W. C. 2.

THE COMPANIES ACT, 1948

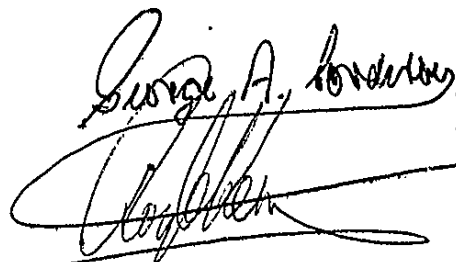
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

A.L. STIDWORTHY & COMPANY (BUILDERS)
LIMITED.

This is a Company without Articles of Association and accordingly the Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948, shall be the regulations of the Company.

A handwritten signature in dark ink, appearing to read "George A. Stidworthy", is written over a horizontal line. Below the line, there is another signature, possibly "C. Stidworthy", also written in dark ink.

Subscribers
to the
Memorandum.

Dated the 22nd March, 1967

DUPLICATE FOR THE FILE.

No. 902151



Certificate of Incorporation

I Hereby Certify that

A. L. STIDWORTHY & COMPANY (BUILDERS) LIMITED

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

Given under my hand at London this TWENTY-NINTH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L. S. Whitfield
Assistant Registrar of Companies.

Certificate
received by

Am J. Ordan

Date

29/3



567

Number of Company: 902151

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(Copy)

SPECIAL RESOLUTION

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

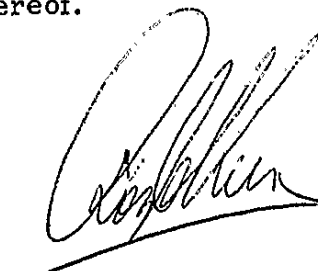
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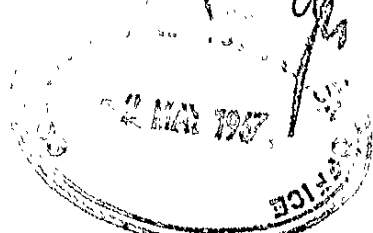
A. L. STIDWORTHY & COMPANY (BUILDERS)
LIMITED.

Passed the 29th day of March, 1967. REGISTERED
2 MAY 1967

At an Extraordinary General Meeting of the above-named
Company, duly convened, and held on the 29th day of March
1967, the following SPECIAL RESOLUTION was duly passed:-

That the new Articles of Association already approved
by this Meeting, and for the purpose of identification
subscribed by the Chairman thereof, be and the same
are hereby adopted as the Articles of Association of
the Company in substitution for, and to the exclusion of,
all the existing Regulations thereof.


236
CHAIRMAN.



COMPANY LIMITED BY SHARES

Articles of Association

OF

**A. L. STIDWORTHY & COMPANY (BUILDERS)
LIMITED.**

(Adopted by Special Resolution passed on the 29th day of
March, 1967)

PRELIMINARY.

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.

SHARE CAPITAL AND SHARES.

3. The original Share ^{no change} Capital of the Company is £4,000 divided into Four Thousand Shares of £1 each.
4. 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.
5. 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.

GENERAL MEETINGS.

6. 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.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

VOTES OF MEMBERS.

8. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly.

DIRECTORS.

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

10. 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.

WINDING UP.

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

A handwritten signature in dark ink, appearing to be 'C. J. Allen', is written over a horizontal line.

Certificate of the Registration of a Mortgage or Charge.
Pursuant to Section 98 (2) of the Companies Act, 1948.



I hereby Certify that a Mortgage or charge.....
dated the..... sixteenth day of..... June One thousand
nine hundred and..... sixty seven and created by..... A. L. STIDWORTHY
& COMPANY (BUILDERS) LIMITED.....

for securing all moneys now due, or hereafter to become due, or from time to time
accruing due from the Company to..... Lloyds Bank Limited on any
account whatsoever..... was Registered
pursuant to Section 95 of the Companies Act, 1948 on the..... twentieth
day of..... June One thousand nine hundred and..... sixty seven.

Given under my hand at London this..... twenty-third day of
June One thousand nine hundred and..... sixty seven.

Certificate and Mortgage received by

L. S. Whitfield
Assistant Registrar of Companies.

Cameron Kenneth Gordon & Co

Date 26/6/67

THE COMPANIES ACTS 1948 TO 1976

A

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

3

Please do not write in this binding margin

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

*Delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

To the Registrar of Companies

For official use

034

Name of company

A.L. Stidworthy & Company (Builders)

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 has having come, to an end is as shown below:

Company number

Day

Month

so

902151

3

1

1

2

†Delete as appropriate

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

Day Month Year

1

3

1

2

1

9

8

2

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 _____

_____, company number _____

the accounting reference date of which is _____

§Delete as appropriate

Signed _____

[Director] [Secretary]§ Date 10.8.82

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

For official use
Data punch

General section

Post room



DATE 2.6.93

COMPANIES ACTS

8-6

NC 19 (1985)

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 902151

I hereby certify that

A.L. STIDWORTHY & COMPANY (BUILDERS) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

A L S CIVIL ENGINEERS LTD.

Given under my hand at the Companies Registration Office,

Cardiff the 8 JUNE 1993


M. LEWIS

an authorised officer

PERCY GORE & CO.
CHARTERED ACCOUNTANTS

39 HAWLEY SQUARE
MARGATE. CT9 1NZ

GRAHAM G. SIMPSON, F.C.A.
HUGH N. MOCKETT, F.C.A.
NIGEL O. F. WREFOED, F.C.A.
ANDREW N. J. LEAL, B.A.C.A.

OUR REF S121 ARJL/PMP
YOUR REF

TELEPHONE (0843) 220607
FAX (0843) 220540

27th August, 1993.

N r .

The Directors,
A.L. Stidworthy & Company
(Builders) Limited,
Coldswood Farm,
Coldswood Road,
RAMSGATE,
Kent CT12 5AJ.

Registered Office:
39 Hawley Square,
MARGATE,
Kent CT9 1NZ.

Gentlemen,

In accordance with the provisions of Section 392 of the Companies Act 1985, we hereby notify you of our resignation as Auditors of the Company, with effect from the 26th August, 1993.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the Company.

Yours faithfully,

Percy Gore & Co.

