

1112765 //

number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of
**compliance with the requirements
 of the Companies Act 1948
 on application for
 registration of a company**
 pursuant to section 15 (2) of the Companies Act 1948

I, Wendy Fowler

of 16 West View, Manor Park, Uckfield, Sussex.

*Delete that which
does not apply

DO SOLEMNLY & SINCERELY DECLARE that I am:—

*a Solicitor of the Supreme Court engaged in the formation of

*a person NAMED IN THE ARTICLES of Association as a Director/Secretary

of ALEXANDER & PARSONS

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 provi-
 sions of the Statutory Declarations Act 1835

DECLARED AT Lewes
in the County of Sussex
 the 16th day of April 1973

Wendy Fowler

before me

Nedkin Rastin

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 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.

Jordan & Sons Limited

International Law Agents, Consultants & Publishers,
 Wilco House City Road London EC1Y 2BX
 Telephone: 01-253 6214 Telex No. 261010

Presented by Country Formations Limited,

14 High Street,

Lewes, Sussex BN7 2LN

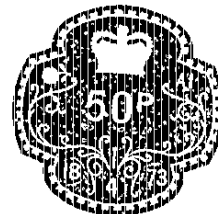
Presenter's Reference 7273

No. of Company

1112765 12

50p.

ALEXANDER & PARSONS



L I M I T E D

STATEMENT of 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 the above-named company is £100

Signature

Wendy Fowler

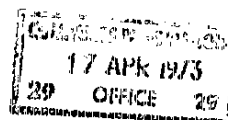
Description

SECRETARY

Date 13th April 1973.

Presented for Registration by :-

Country Formations Limited,
14 High Street,
Lewes, Sussex, BN7 2LN



COMPANY LIMITED BY SHARES

COMPANIES
REGISTRATION

Memorandum of Association

OF

ALEXANDER & PARSONS

1112765/3

LIMITED

1. The Name of the Company is "

ALEXANDER & PARSONS

LIMITED."

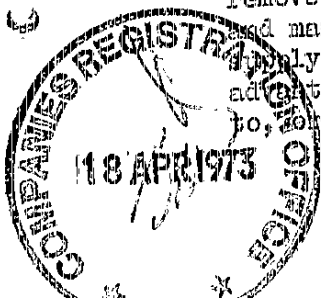
2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are --
(a)

i. To carry on business as builders, builders' contractors, sub-contractors, builders' merchants, decorators, painters, plumbers, plasterers, electricians, carpenters, joiners and shop fitters, interior house fitters, central heating engineers, sanitary and sewage engineers, designers or contractors, plant and tool hirers, fencing contractors and to carry on any type of business allied with the building trade.

ii. To carry on the business of land development for housing and industrial purposes, and to buy, take on lease or otherwise acquire and sell, let on lease or otherwise turn to account land and buildings, and any rights and privileges connected therewith, to develop any such land by laying out, constructing and maintaining roads, sewers, drains and water works and erecting buildings thereon.

iii. To build, maintain, alter, enlarge, pull down and remove or replace any building and to let on lease, develop and manage any properties, to collect rents and income and to let to tenants and occupiers such amenities facilities and advantages as may be deemed expedient, and to act as managers to, for managers of any estate or interest whatsoever.



- (b) To carry on any other trade or business whatsoever whether of the same kind or class as the trades or business before enumerated or not which can in the opinion of the board of directors be advantageously carried on by the company in connection with, as ancillary to or independently of the before enumerated trades or business or the general or existing business of the company for the time being.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interests 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 any branch or department thereof.
- (d) 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.
- (e) To erect, construct, lay down, enlarge, alter and maintain any 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 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.
- (g) To enter into partnerships or into any arrangements for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (h) To sell or otherwise dispose of the whole or any part of the business or property of the Company.
- (i) 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 property or business so purchased or acquired.
- (j) To lend and advance money or give credit to any persons, firms, or companies, and to give guarantees or become security for any persons, firms, or companies.
- (k) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.

- (l) To draw, make, accept, endorse, discount, execute, and issue negotiable or transferable instruments of all kinds.
- (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 capital or any debentures, debenture stock or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (n) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (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 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.
- (q) 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.
- (r) To procure the Company to be registered or recognised in any country or place abroad.
- (s) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (t) To do all such other things as are incidental or conducive to 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 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 £ 100 , divided into 100 shares of £1 each.

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>John Smalley, Long Spinners, Horam; Heathfield, Sussex.</p> <p>Chartered Accountant</p> <p><i>J. Smalley</i></p>	<p>One <i>one</i> ✓</p>
<p>Wendy Fowler, 16, West View, Manor Park, Uckfield, Sussex.</p> <p>Secretary</p> <p><i>Wendy Fowler</i></p>	<p>One <i>one</i> ✓</p>

Dated this 13th day of April, 19 73

Witness to the above Signatures—

Muriel Alice Pyne

Muriel Alice Pyne,
4 Gladstone Buildings,
Barcombe,
Lewes,
Sussex BN8 5AX

Secretary

1112765 / 4

The Companies Acts, 1948 & 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

ALEXANDER & PARSONS ✓

LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 28 of the Companies Act, 1948 and subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Act (hereinafter called Table A) shall apply to the Company.

2. Regulations 24, 53, 75, 79, 84(2), 84(4), 88, and 99 of Part I of Table A shall not apply to the Company but the remaining regulations of Part I of Table A as hereinafter modified, together with the following Articles, shall be the regulations of the Company.

SHARES

3. Subject to the provisions of Regulation 2 of Part II of Table A, the shares in the original and any increased capital shall be at the disposal of the Directors who may allot and dispose of or grant options over the same to such persons, at such times, and on such terms as they think proper, save that shares may only be issued at a discount in the manner provided by Section 57 of the Act.

LIEN

4. The lien conferred by Clause 11 of Part I of Table A shall apply to all shares of the Company 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 registered holder thereof or shall be one of several joint holders. Clause 11 of Part I of Table A shall be varied accordingly.

GENERAL MEETINGS

5. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.

6. The word "two" shall be substituted for the word "three" in Regulation 58(b) of Part I of Table A.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one nor more than seven.

8. The following persons shall be the first Directors of the Company:

THOMAS ARTHUR ALEXANDER

RAYMOND PARSONS

Wendy Fowler will be the first Secretary of the Company ✓

9. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

10. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner as required by Section 199 of the Companies Act, 1948.

11. The office of a Director shall be vacated—

- (a) If by notice in writing to the Company he resigns the office of Director.
- (b) If he becomes bankrupt or enters into any arrangement with his creditors.
- (c) If he becomes of unsound mind.
- (d) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (e) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

12. The Directors may from time to time at their discretion borrow from any person or persons (including the Directors) any sum or sums of money for the purposes of the Company and there shall be no limit to the amount that may be so borrowed.

ALTERNATE DIRECTORS

13. Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved whether or not he is a member of the Board, to be alternate Director in the place of such Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of Meetings of Directors and, in the absence of the Director nominating him, to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the Director nominating him vacates office as Director, or removes the appointee from office, and any appointment or removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

John Smalley,
Long Spinners,
Horam,
Heathfield,
Sussex,

Chartered Accountant

J. Smalley

Wendy Fowler,
16, West View,
Manor Park,
Uckfield,
Sussex,

Secretary

Wendy Fowler

Dated this 13th day of April, 1943

Witness to the above Signatures—

Muriel Alice Pyne

Muriel Alice Pyne,
4 Gladstone Buildings,
Barcombe,
Lewes,
Sussex BN8 5AX

Secretary



CERTIFICATE OF INCORPORATION

No. 1112765

I hereby certify that

ALEXANDER & PARSONS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the
9th May 1973

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

No. of Company 1122765

THE COMPANIES ACT, 1985

.....
.. BURNETT MOTOR ENGINEERING (LIVERPOOL) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at

THE OFFICES OF MESSRS PARKIN S. BOOTH & CO.,
44 OLD HALL ST., LIVERPOOL L3 9EB

on the 23rd day of AUGUST 1991

the subjoined Extraordinary Resolution was duly passed, viz:-

"That it has been proved to the satisfaction of this Meeting that the Company cannot, be reason of its liabilities, continue its business, and that it is advisable to Wind-Up the same, and accordingly that the Company be wound-up voluntarily, and that JOHN C. MORAN of 44 Old Hall Street, Liverpool L3 9EB be and he is hereby appointed Liquidator for the purpose of such Winding-Up".

Witness to the signature

of L. PARKINSON

Name .. L. G. Brown

Address 44 OLD HALL ST.,

..... LIVERPOOL L3 9EB

CERTIFIED ACCOUNTANT

Signature L. Parkinson

Officer DIRECTOR ..

27 AUG 1991

Rule 4.34-CVL The Insolvency Act 1986
 Statement of Company's
 Affairs
 Pursuant to Section 95/99 of the
 Insolvency Act 1986

S.95/99

For official use

--	--	--

To the Registrar of Companies

Company Number

1122765

(a) Insert full name of
 company

Name of Company

(a)	BURNETT MOTOR ENGINEERING (LIVERPOOL)	Limited
-----	--	---------

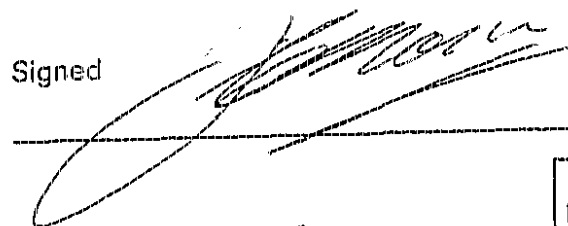
(b) Insert full name(s)
 and address(es)

I/We (b)

JOHN CHRISTOPHER MORAN
 44, OLD HALL ST.,
 LIVERPOOL L39 6EB

(c) Insert date the liquidator(s) of the above named company attach a statement of the
 company's affairs as at ~~23rd~~ 23rd AUGUST, 1991

Signed



Date 23/8/91

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

PARKIN S. BOOTH & CO.,
 44, OLD HALL ST.,
 LIVERPOOL L39 6EB.

For Official Use

Liquidation Section

Post Room

COMPANIES ACT 1986
21 AUG 1991

Statement of Affairs

IN THE MATTER of Burnett Motor Engineering (Liverpool) Limited

AND

IN THE MATTER of the Insolvency Act 1986

Statement as to Affairs of Burnett Motor Engineering (Liverpool) Limited

on the 23rd August 1991 19 (being a date not more than 14 days prior to the passing of the resolution for winding-up)

Affidavit

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

(a) Insert name and occupation.

(a) Lester Parkinson
Director

(b) Insert full address.


(b) 9a Town Green Lane,
Aughton,
Lancs.

Make oath and say that the several pages exhibited hereto and marked "A" are to the best of my knowledge and belief a full, true and complete statement as to the affairs of the above named company as at 23rd August 1991 19 (being a date within 14 days prior to the resolution for winding up) and that the said Company carried on business as Vehicle Repairers

Sworn at Liverpool in the county of Merseyside

Date 23rd August 1991

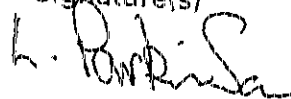
Before me



C. F. MORTON

A Solicitor or Commissioner of Oaths
LIVERPOOL

Signature(s)



Before swearing the affidavit the Solicitor or Commissioner is particularly requested to make sure that the full name, address and description of the Deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will mean that it is refused by the Registrar of Companies, and will need to be re-sworn.

This is the exhibit marked "A" referred to in the Affidavit of letter Parkinson dated this 23rd day of August, 1991

A—Summary of Assets

Assets	<i>Spence</i> C J MORTON Solicitor Liverpool	Book Value £	Estimated to Realise £
Assets specifically pledged:—			
Cash at Special Bank Account	4,301	4,301	
Book Debts	<u>8,505</u>	10,877	
	12,806		
Due under Fixed Charge	<u>12,806</u>		NIL
Assets not specifically pledged:—			
Plant, equipment, stock, furniture		150	NIL
Estimated total assets available for preferential creditors	£	15,328	NIL

Signature L. Parkinson

Date 23rd August 1991

A1—Summary of liabilities

"A"

		Estimated to realise £
Estimated total assets available for preferential creditors (carried from page A)	£	NIL
Liabilities		
Preferential creditors:—	£	
PAYE & NIC	3,085	
Value Added Tax	3,060	
Wages & holiday pay	866	7,011
Estimated deficiency/surplus as regards preferential creditors	£	7,011
Debts secured by a floating charge:—	£	
Royal Bank of Scotland Plc.	1,001	1,001
Estimated deficiency/surplus of assets available for non-preferential creditors	£	8,012
Non-preferential claims:—	£	
Trade & expense	6,418	
Redundancy & lieu of notice	840	
Directors Loan Account	10,758	
PAYE & NIC - Unsecured balance	847	18,863
Estimated deficiency/surplus as regards creditors	£	26,875
Issued and called up capital:—	£	
1,000 Ordinary Shares of £1 each, fully paid	1,000	1,000
Estimated total deficiency/surplus as regards members	£	27,875

Signature

L. Parkinson

Date

23rd August 1991

"A"

Company Creditors

NOTE You must identify creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession. If there is insufficient space, continuation sheet should be used and annexed securely to the rest of the form.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Royal Bank of Scotland	58/62 Merton Road, Bootle, Merseyside	13,807	Debenture	February 1990	
Collector of Taxes	2nd Floor, Royal Liver Building, Liverpool	(3,932			
Dept of Social Security	Newcastle upon Tyne, NE98 1YX.	(
H.M. Customs & Excise	St. Johns House, Merton Road, Bootle, Merseyside.	3,060			
Sundry employees	Various	1,706			
L. Parkinson	9a Town Green Lane, Aughton, Lancs.	10,758			
Abbey Motor Parts	3 Rangenore Road, Mossley Hill, Liverpool L18 4PN.	16			
A.E. Bennett & Co. Ltd.	13 Lydia Ann Street, Liverpool L1 5BW.	981			
J. Blake & Co. Ltd.	178 Lodge Lane, Liverpool, L8 0QW.	259			
G. & H. Brake & Co. Ltd.,	36 Brazenose Road, Liverpool L20.	271			
British Telecom Plc.,	Cotton Exchange, Old Hall Street, Liverpool.				

200 23rd August, 1991

Date

Signature

L. Parkinson



The Solicitors' Law Stationery Society plc, Paulston House, 8 Shepherdess Walk, London N1 7LB

Insolvency Company No. 13

1989 Edition 3 83 837

503100

5A

Company Creditors

NOTE You must identify creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession. If there is insufficient space, continuation sheets should be used and annexed securely to the rest of the form.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Portico Ltd.	120 Cleveland Street, Birkenhead, L41 3RF.	200			
Perris & Keaton Ltd.	173 Crown Street, Liverpool L7 3LZ.	9			
Repsol Ltd.	Regent Road, Liverpool L5 9ZA.	572			
Road Range Ltd.	Mann Island, Pier Head, Liverpool L3 1DG.	29			
Ryland North West Ltd.	John Street, Warrington, Cheshire WA2 7UD.	174			
Hyercraft,	480 Hawthorne Road, Bootle, Merseyside L20 9PK.	399			
Julies (Tools & Accessories) Ltd.	54 Derby Road, Liverpool, L36 9UL.	7			

Signature L. P. [Signature]

Date 23rd August 1991



The Stationers' Law Stationery Society plc, Pavilion House, 2 Southampton Walk, London E1 7AB

Insolvency Company 4.19

Company Creditors

NOTE You must identify creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession. If there is insufficient space, continuation sheets should be used and annexed securely to the rest of the form.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
British Gas Plc.	Litherland Road, Bootle, Merseyside.	131			
Cleanway Ltd.	Dilton Road, Widnes, WAB 0TH.	121			
Hillside Laundry Co. Ltd.	Akenside Street, Liverpool L20	61			
I.C.S.	198 Knutsford Road, Warrington WA4 1AU.	35			
Initial Contract Ltd.	19 Barnston Lane, Moreton, Wirral L46 7TW.	26			
Leyfield Commercial Services	Ashfield Way, Sutton Weaver, Runcorn, Cheshire.	77			
Liverpool Warehousing Co. Ltd.	5 Holme Street, Liverpool L5 9SA.	507			
Lockers G.B.E. Ltd.	82 Derby Road, Liverpool L20 8LR.	167			
Lucas Services UK Ltd.	Vandries Street, Liverpool L3 7BJ.	364			
Mersey Equipment Co. Ltd.	Taylor Street, Birkenhead, Merseyside.	92			
North West Truck Engineering	Wilson Drive, Huyton, Liverpool	1,199			

NMA

Signature

PO Box 20, Bootle L20 3NH.

521

Date 23rd August, 1991



The Solutions Law Solicitors Society Ltd, Poulton House, 8 Ship Street

London N1 7JB

Insolvency-Company 4.19

Number of 1112765
Company

The Companies Act 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION

(Pursuant to sections 252, 366A and 386 of the Companies Act 1985)

of

ALEXANDER AND PARSONS LIMITED
.....



7th April 1994
Passed

At an Annual General Meeting of the above named company, duly convened
89A Commercial Street, Risca, Gwent
and held at

on the 7th day of April 1994
the subjoined Elective Resolutions were passed, viz.

RESOLUTIONS

1. That the company dispense with the laying of accounts and reports before general meetings.

and
2. That the company dispense with the holding of Annual General Meetings.

and
3. That the requirement to appoint auditors annually be dispensed with.

Signed *A Parsons* Director