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NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

This has been noted but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

No. of Company 1238302

Form No. 41.

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.

Name
of
Company

LEWIS AYISH & SONS (FENGING)

Limited

Presented by

Messrs. Crane & Staples,

Roseme House, Birdge Road,

Welby, Garden City, Herts.

WILDMAN & BATTELL LTD.

COMPANY & GENERAL LAW AGENTS & TRANSLATORS

12, Pancras Lane, London, EC4N 1SJ

Telephone 01 248 2545

I, DONALD AUSTON KENT

of Messrs House, Bridge Road, Welwyn Garden City Hertfordshire

(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 Solicitor of the

Supreme Court engaged in the formation

of Lewis Tyler & Sons (Fencing)

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

Knebworth

Hertfordshire

the 10th day of December

one thousand nine hundred and seventy -

four

Before me,

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

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

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COMPANY LIMITED BY SHARES

Memorandum of Association

OF

LESLIE TYLER & SONS (FENCING) LIMITED

1. The name of the Company is "LESLIE TYLER & SONS (FENCING) LIMITED".

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

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

(a) (i) To acquire and take over as a going concern the business of L. TYLER & SONS carried on by Cyril Ernest Tyler, James William Tyler and Alan John Tyler at Burnham Green, Welwyn, Hertfordshire and all or any of the assets and liabilities thereof.

(ii) To carry on the business of fencing and wall specialists and the manufacture, sale and erection of fences and walls made of chain link, wrought ironwork, wood, brick, concrete, stone and any other materials and as iron, brass and steel foundries and blacksmiths, wheel and millwrights, wood, timber, metal and alloy merchants and workers and to deal in chain link, ironwork and all similar fittings and articles made therefrom and as manufacturers, suppliers and erectors of hurdles, huts, sheds, buildings and all other items for use in horticulture and agriculture and as workers and merchants of and in cake splitter, metals, pig lead, ingot, iron, steel, zinc, wood, lead, copper, brass, tin, brass, alloy, tinplate, bricks, one, gravel, minerals, by-products and substances of every description and the sale, both wholesale and retail, of products made therefrom.

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £ 25,000 divided into 25,000 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	Number of shares taken by each subscriber
<p><i>Ernest Lyle</i> <i>Crossways</i> <i>Burnham Green</i> <i>Herts.</i></p> <p><i>Fencing Contractor</i></p>	<p><i>One.</i></p>
<p><i>Alan John Tyler</i> <i>118, Harmer Green Lane,</i> <i>Burnham Green, Welwyn, Herts.</i></p> <p><i>Fencing Contractor.</i></p>	<p><i>One.</i></p>
<p><i>James William Tyler</i> <i>Elven, Windsor Close</i> <i>Welwyn Herts</i></p> <p><i>Fencing Contractor</i></p>	<p><i>One.</i></p>

DATED this *10th* day of *December* 19*75*.

WITNESS to the above signatures -

D.B. Lumsden (Solicitor)
Rosanne House,
Welwyn Garden City, Herts
Solicitor

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COMPANY LIMITED BY SHARES

Articles of Association

OF

LEWIS TYLER & SONS (FENCING) LIMITED

PRELIMINARY

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

2. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £25,000 divided into 25,000 shares of £1.00 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A.

5. 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.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

7. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. 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.

12. 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 to act as Auditor for the Company.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. 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 becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 183 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered office within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

FIRST DIRECTORS

20. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be:

CYRIL ERNEST TYLER
JAMES WILLIAM TYLER
ALAN JOHN TYLER

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sydney Ernest Lyle
Learney
Burnham Green
Herts

Fencing Contractor

Alan John Lyle
118, Hammer Green Lane,
Burnham Green, Welwyn, Herts.
Fencing Contractor.

James William Lyle
Eleven, Windsor Close
Welwyn, Herts
Fencing Contractor.

DATED this 10th day of December 1935.

WITNESS to the above signatures -

J.B. Lyle

Rosemary House
Welwyn Garden City, Herts
Solicitor

THE COMPANIES ACT, 1948

Notice of Situation of Registered Office or of any Change therein

Pursuant to Section 107

To THE REGISTRAR OF COMPANIES

LEWIS TRENCH & SONS (FEDERAL)

Limited,

hereby gives you notice, in accordance with Section 107 (2) "The Companies Act, 1948" that the Registered Office of the Company is situated at

118 Harmer Green Lane

Barnham Green, Welwyn, Herts.

(Signature)

Director

(State whether Director or Secretary)

Dated the 10th day of December 1975

Notice of the Situation or Change of the Registered Office of the Company must be given within 14 days after incorporation or change as the case may be. Default in non-compliance renders every officer of the Company liable to a default fine.

Charles Double Limited

Established 1945

FINSBURY COURT FINSBURY PAYMENT LONDON EC2
TELEPHONE 01-628 0970 TELEGRAMS DOUBLE LONDON EC2

WILKINSON & SONS
12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100

Presented by

Messrs. Hume & Co. 10, Abchurch Lane, London, E.C. 4

10, Abchurch Lane, London, E.C. 4

CERTIFICATE OF INCORPORATION

1239308

I hereby certify that

LEWIS TYLER & SONS (FENCING) 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

22ND DECEMBER 1975

N Taylor

N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

OF

LEWIS TYLER & SONS (FENCING) LIMITED

Passed the 21st day of January , 1976

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 118 Harmer Green Lane, Burnham Green, Welwyn, Hertfordshire, on the 21st day of January , 1976, the following SPECIAL RESOLUTION was duly passed:—

RESOLUTION.

That Article 6 of the Articles of Association of the Company be deleted and the following Article 6 be substituted therefor:—

6. A Member desiring to transfer shares or the Personal Representative of a deceased Member wishing to be registered as a Member (hereinafter in either case called "the Transferor") shall give Notice in writing of such intention to the Directors of the Company giving particulars of the Shares in question. The Directors as Agents for the Transferor may dispose of such Shares or any of them to Members of the Company at a price to be agreed between the Transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. The Directors shall first offer such Shares to the Members of the Company other than the Transferor and, if more than one Member shall wish to acquire such Shares, then the same shall be acquired by such members equally. If within twenty-eight days from the date of the Notice given by the Transferor the Directors are unable to find a Member or Members willing to purchase all such shares, the Transferor may, subject to clause 3 of Part II of Table A, dispose of so many



of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of such Notice.

S. Dyer

Chairman

Number of Company 1234568

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

LEWIS TYLER & SONS (FENCING)
LIMITED

as amended by Special Resolution dated 21st
January, 1976

CLARENCE P. STAPLES,
Rosanne House,
Bridge Road,
Malwyn Garden City,
Herts. AL8 6TU.



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

LEWIS TYLER & SONS (FENCING) LIMITED

1. The name of the Company is "LEWIS TYLER & SONS (FENCING) 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 acquire and take over as a going concern the business of L. Tyler & Sons carried on by Cyril Ernest Tyler, James William Tyler and Alan John Tyler at Burnham Green, Welwyn, Hertfordshire and all or any of the assets and liabilities thereof.
 - (ii) To carry on the business of fencing and wall specialists and the manufacture, sale and erection of fences and walls made of chain link, wrought ironwork, wood, brick, concrete, stone and any other materials and as iron, brass and steel founders and blacksmiths, wheel and millwrights, wood, timber, metal and alloy merchants and workers and to deal in chain link, ironwork and all similar fittings and articles made therefrom and as manufacturers, suppliers and erectors of hurdles, huts, sheds, buildings and all other items for use in horticulture and agriculture and as workers and merchants of and in cake spelter, metals, pig lead, ingot, iron, steel, zinc, wood, lead, copper, brass, tin, ores, alloy, tinplate, bricks, stone, gravel, minerals, by-products and substances of every description and the sale, both wholesale and retail, of products made therefrom.

1. MEMORANDUM

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

- (1) To pay or remunerate any person, firm or company for rendering service to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object, for the benefit of the Company or its employees, directors or other officers past or present, and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 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	Number of shares taken by each subscriber
CYRIL ERNEST TYLER Crossways, Burnham Green, Herts. Fencing Contractor.	ONE
ALAN JOHN TYLER 118 Harmer Green Lane, Burnham Green, Welwyn, Herts. Fencing Contractor.	ONE
JAMES WILLIAM TYLER Eleven, Windsor Close, Welwyn, Herts. Fencing Contractor.	ONE

DATED this 10th day of December, 1975.

WITNESS to the above signatures -

D.B. ENSUM,
Rosanno House,
Welwyn Garden City,
Herts.
Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

LEWIS TYLER & SONS (FENCING) LIMITED

PRELIMINARY

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

2. Regulations 2, 3, 24, 51, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £25,000 divided into 25,000 shares of £1.00 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A.

5. 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.

TRANSFER OF SHARES

* 6. A Member desiring to transfer shares or the Personal Representatives of a deceased Member wishing to be registered as a Member (hereinafter in either case called "the Transferor"), shall give Notice in writing of such intention to the Directors of the Company giving particulars of the Shares in question. The Directors as Agents for the Transferor may dispose of such Shares or any of them to Members of the Company at a price to be agreed between the Transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. The Directors shall first offer such Shares to the Members of the Company other than the Transferor and if more than one Member shall wish to acquire such Shares then the same shall be acquired by such Members equally. If within twenty-eight days from the date of the Notice given by the Transferor the Directors are unable to find a Member or Members willing to purchase all such shares, the Transferor may, subject to Clause 3 of Part II of Table A, dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of such Notice.

7. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. 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.

12. 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 to act as Auditor for the Company.

13. The Company shall not be subject to Section 183 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. 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 becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he ceases from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

FIRST DIRECTORS

20. The number of Directors shall not be less than two or more than nine and the first Directors of the Company shall be:

CYRIL ERNEST TYLER

JAMES WILLIAM TYLER

ALAN JOHN TYLER

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

CYRIL ERNEST TYLER
Crossways,
Burnham Green,
Herts.

Fencing Contractor.

ALAN JOHN TYLER
113 Harmer Green Lane,
Burnham Green,
Welwyn, Herts.

Fencing Contractor.

JAMES WILLIAM TYLER
Eleven, Windsor Close,
Welwyn, Herts.

Fencing Contractor.

DATED this 10th day of December, 1975.

WITNESS to the above signatures -

D.D. ENSUM,
Rosanne House,
Welwyn Garden City,
Herts.

Solicitor.

COMPANY NO:

1238308

24

The Companies Acts 1948-1981
Company Limited by Shares

Special Resolution

of

LEWIS TYPER & SON (OVERSEAS) LIMITED

Passed the 8th day of May 19 84

At an Extraordinary General Meeting of the Company duly convened
and held at 118 Harmer Green Lane, Welwyn, Herts

the following Resolutions were duly passed as SPECIAL
RESOLUTIONS of the Company, viz:

RESOLUTION

Please see attached.

B. J. E.
CHAIRMAN

ELWES TYLER & SONS (FENCING) LIMITED

RESOLUTION

That upon the recommendation of the Directors and pursuant to the Articles of Association of the company it is desirable to capitalise the sum of £9,996 standing to the credit of revenue reserves and that the sum of £9,996 be set fr- for distribution among the holders of the Ordinary Shares of the company at the close of business on 7 May 1984 in the proportion of 3,332 shares for every 1 Ordinary Shares of £1 then held by them respectively on the footing that the same be applied in paying up in full 9,996 Ordinary Shares of £1 each and that such Ordinary Shares be distributed and credited as fully paid to the said holders of the Ordinary Shares in the proportion aforesaid and that the Directors be authorised and directed to allot the said shares accordingly on Renounceable Letters of Allotment.

COMPANY NO:

1238308

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The Companies Acts 1948-1981
Company Limited by Shares

Special Resolution

of

LEWIS TYLER & SONS (FENCING) LIMITED

Passed the 8th day of May 19 84

At an Extraordinary General Meeting of the Company duly convened
and held at 118 Harmer Green Lane, Welwyn, Herts

the following Resolutions were duly passed as SPECIAL
RESOLUTIONS of the Company, viz:

RESOLUTION

Please see attached.

CLASSI DATE
17 AUG 1984
CRO

B. Tyler
CHAIRMAN

LEWIS TYLER & SONS (FENCING) LIMITED

RESOLUTION

That upon the recommendation of the Directors and pursuant to the Articles of Association of the company it is desirable to capitalise the sum of £9,996 standing to the credit of revenue reserves and that the sum of £9,996 be set free for distribution among the holders of the Ordinary Shares of the company at the close of business on 7 May 1984 in the proportion of 3,332 shares for every 1 Ordinary Share of £1 then held by them respectively on the footing that the same be applied in paying up in full 9,996 Ordinary Shares of £1 each and that such Ordinary Shares be distributed and credited as fully paid to the said holders of the Ordinary Shares in the proportion aforesaid and that the Directors be authorised and directed to allot the said shares accordingly on Renounceable Letters of Allotment.

CLASSIFIED
17 AUG 1984
CRO

Number of } 1238393
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

LEWIS TYLER & SONS (FENCING) LTD

Passed 1st January, 1987

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 118 Harmer Green Lane,
Burnham Green
Welwyn, HERTS AL9 0ET

on the 1st day of January, 1987, the subjoined
RESOLUTIONS were duly passed, viz.:-

RESOLUTION

1. That the Directors be and are hereby duly authorised to allot the 5,601 Ordinary Shares of £1 each within a period of 5 years from the date hereof.
2. That the Directors be and are hereby duly authorised to allot the following shares at a premium for cash:

D.C. Tyler	800 Ordinary Shares of £1 each
D. Tyler	800 Ordinary Shares of £1 each
E.A. Tyler	800 Ordinary Shares of £1 each
H.E. Tyler	800 Ordinary Shares of £1 each
N.C. Tyler	800 Ordinary Shares of £1 each
I. Tyler RUSSELL	800 Ordinary Shares of £1 each
J. Tyler	800 Ordinary Shares of £1 each
A.J. Tyler	1 Ordinary Shares of £1 each

Signature

A. J. Tyler

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

PJCS/20/1636/GLY



[P.T.O.]

COMPANY NO: 1238308

The Companies Acts 1985 to 1989
Company Limited by Shares

RESOLUTIONS

OF

LEWIS TYLER & SONS (FENCING) LIMITED

Passed the 16th day of MARCH 1992.

At an Extraordinary General Meeting of the Company duly convened and held at:

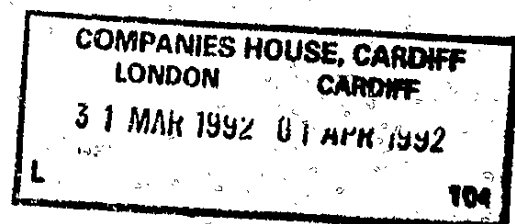
ESTATE SAWMILL, MILL GREEN, HATFIELD, HERTS AL9 5PG

the following Resolutions were unanimously passed as ELECTIVE and ORDINARY RESOLUTIONS of the Company, viz:

ELECTIVE RESOLUTIONS

1. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1992 and in subsequent years until this election is revoked.
2. That pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint Auditors annually.
3. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
4. That pursuant to Sections 369(4) and 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.
5. That the Company elects that the provisions of Section 80A of the Companies Act 1985 apply instead of the provisions of Section 80(4) and 80(5) in relation to the giving or renewal after the said election of authority to allot shares.

\continued



ORDINARY RESOLUTION

That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.


Chairman