

41

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Company number

1476443

Name of Company

PROTECTAHOME

Limited*

I, John Henry Nixon
of 19B The Broadway
Mill Hill
London NW7

* delete if
inappropriate

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am a person named as secretary of the
Company in the statement delivered under section 21 of the Companies
of Act 1976

PROTECTAHOME

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 81, City Road, London E.C.1.the fourteenth day of JanuaryOne thousand nine hundred and eighty

before me

A Commissioner for Oaths

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

For official use
General section

Post room

ICC Legal Services
81 City Road
London, EC1Y 1BD

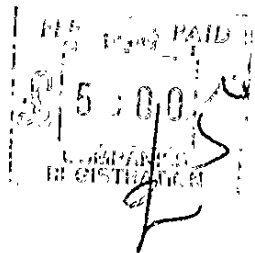
‡ or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

J. Nixon

Solicitor

125034/6

THE COMPANIES ACTS 1948 to 1976



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1476443

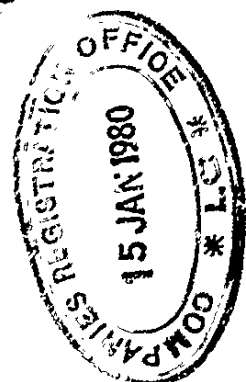
3

of

PROTECTAHOME LIMITED

1. The name of the Company is Protectahome 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 surveyors, consultants and contractors in timber preservation, specialists in the treatment of woodworm and dry rot infestation; to carry on the businesses of contractors and damp proofing specialists and to undertake, develop and act as consultants in relation to any process for the treatment and protection of buildings and furniture from woodworm, dry rot, death watch beetle and other wood boring insects; to act as disinfectation, spraying and spreading engineers, manufacturers, distributors and merchants of, agents for, and dealers in preparations, substances, products and mechanical contrivances and appliances of all kinds for use in connection with the prevention, treatment, control and destruction of such infestation; and damp proofing, vermin destroyers, general surveyors and estimators, manufacturers, processors and merchants of all kinds of insecticides, germicides and pesticides; to act as carpenters, joiners, wood turners and woodworkers of all types, builders, contractors, repairers, distributors, exporters, importers, suppliers, painters, decorators, demolition contractors and haulage contractors.



(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

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

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock, or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names 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

J. H. NIXON
81 CITY ROAD
LONDON EC1Y 1BD

J. Nixon

ONE

Clerk

M. N. RYDEN
81 CITY ROAD
LONDON EC1Y 1BD

M. Ryden

ONE

Clerk

Dated this 14th day of January 1980

Witness to the above Signatures:

S. VARDAK
81 CITY ROAD
LONDON EC1Y 1BD

S. Vardak

Clerk

The Companies Acts, 1948 to 1976
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PROTECTAHOME LIMITED

1476443/4

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the first Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by any reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

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

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than five. The first Directors will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

8. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

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

BORROWING POWERS

10. The Directors may exercise all the powers of the Company, to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

11. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part 1, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

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

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

REMOVAL OF DIRECTORS

14. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

15. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

16. The first Secretary to the Company shall be JOHN HENRY NIXON.

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

J. H. NIXON
81 CITY ROAD
LONDON EC1Y 1BD

J. Nixon

Clerk

M. N. RYDEN
81 CITY ROAD
LONDON EC1Y 1BD

M. Ryden

Clerk

Dated this 14th day of January 1980

Witness to the above Signature:

S. VARDAK
81 CITY ROAD
LONDON EC1Y 1BD

S. Vardak

Clerk

THE COMPANIES ACTS 1948 TO 1976

1

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

•delete if
inappropriate

Company number

14764435

Name of Company

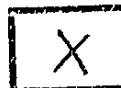
PROTECTAHONE
Limited*

The intended situation of the registered office of the company
on incorporation is as stated below



2
ARCH FARM
UNDY
N^o NEWPORT
GWENT NP6 3EN

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below



3

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement



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

ICC Legal Services
81 City Road
London, EC1Y 1BD



LEGAL SERVICES

A Division of Inter Company Comparisons Ltd.

81 City Road, London EC1Y 1BD
Telephone 01-253 0063

For official use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	DAVID GEORGE BUCKLEY	Business occupation	4
Former name(s) (note 3)		Nationality	
Address (note 4)	ARCH FARM		
	UNDY NR NEWPORT GWENT	Date of birth (where applicable) (note 6)	
	NP6 3EN.		
Particulars of other directorships (note 5)			
	NONE.		
I hereby consent to act as director of the company named on page 1			
SIGNATURE		Date 14.1.80	

Name (note 2)	BRENDA ELIZABETH BUCKLEY	Business occupation	5
Former name(s) (note 3)		Nationality	
Address (note 4)	ARCH FARM		
	UNDY NR NEWPORT GWENT	Date of birth (where applicable) (note 6)	
	NP6 3EN.		
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
SIGNATURE		Date 14th January 1980	

Name (note 2)		Business occupation	6
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
SIGNATURE		Date	

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binding margin

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JOHN HENRY NIXON	7
Former name(s) (note 3)		
Address (notes 4 & 7)	19 B, THE BROADWAY, MILL HILL, LONDON NW7.	
I hereby consent to act as secretary of the company named on page 1		
 SIGNATURE		Date 14.1.80

Name (notes 2 & 7)		8
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
 SIGNATURE		Date

* as required by
section 21(3) of
the companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature J. Nixon [Subscriber] [Agent]† Date 14.1.80

Signature H. Peden [Subscriber] [Agent]† Date 14.1.80



CERTIFICATE OF INCORPORATION

No. 1476443

I hereby certify that

PROTECTAHOME LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited,

Given under my hand at Cardiff the

31ST JANUARY 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

Number of Company: 1476443

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

PROTECTAHOME LIMITED

Passed the 25th day of March, 1985.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held on the 25th day of March, 1985,
the following SPECIAL RESOLUTION was duly passed:-

That:

- (i) The Share Capital of the Company be increased from £ 100 to £ 50,000 by the creation of 49,900 new Shares of £1 each ranking in all respects pari passu with the 100 existing Shares of £1 each in the Capital of the Company;
- (ii) All the unissued Shares in the Capital of the Company be under the control of the Directors, and that the Directors may allot, grant options over, or otherwise deal with or dispose of any such Shares to such persons and generally on such terms and in such manner as they think fit; and
- (iii) The general authority conferred by the preceding paragraph shall expire on the fifth anniversary of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting.
- (iv) That the Articles of Association of the Company be and are hereby altered by inserting immediately after Article 17 the following new Article to be numbered 18 :-
Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of Shares in the Company.

Presented by:
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4A 3DF

David George Buckley
CHAIRMAN



NAME OF CHAIRMAN - DAVID GEORGE BUCKLEY

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate† delete as
appropriate**Note**This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies within
15 days after the
passing of the
resolution.

To the Registrar of Companies

For official use

Company number

19

1,446,443

Name of company

PROTECTAHOME Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
~~ordinary~~ extraordinary [special]† resolution of the company dated 25th. MARCH 1985
 the nominal capital of the company has been increased by the addition thereto of the sum of
 £ 49,900. - beyond the registered capital of £ 100. -.

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
49,900.	ORDINARY.	ONE POUND.

(If any of the new shares are preference shares state whether they are redeemable or not)
 The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new
 shares have been or are to be issued are as follows:

Ranking pari passu with the existing shares

Please tick here if
continued overleaf ☐† delete as
appropriateSigned R. Smith [Director][Secretary]† Date 25th. March 1985.

Presentor's name, address and

Presented by reference (if any):
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 6HP

New/MSK

For official use
General Section

Post room


The London Law Agency Limited
 TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 6HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

Number of Company:

1476443

/22.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTIONS

OF

PROTECTAHOME LIMITED

Passed the 18th day of APRIL 1985.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held on the 18th day of APRIL 1985,
the following SPECIAL RESOLUTIONS were duly passed:-

1. That the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Clause 3 of the said Memorandum and by substituting therefor the new Clause 3 already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof.
2. 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 Articles thereof.

R. Smith

DAVID G. BUCKLEY

CHAIRMAN.

THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 6HP

NEWHAWK



1478443

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

PROTECTAHOME LIMITED

(As altered by Special Resolution passed on the 18th day of April, 1985)

1. The Name of the Company is "PROTECTAHOME 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 surveyors, consultants and contractors in timber preservation, specialists in the treatment of woodworm and dry rot infestation; to carry on the businesses of contractors and damp proofing specialists and to undertake, develop and act as consultants in relation to any process for the treatment and protection of buildings and furniture from woodworm, dry rot, death watch beetle and other wood boring insects; to act as disinfection, spraying and spreading engineers, manufacturers, distributors and merchants of, agents for, and dealers in preparations, substances, products and mechanical contrivances and appliances of all kinds for use in connection with the prevention, treatment, control and destruction of such infestation; and damp proofing, vermin destroyers, general surveyors and estimators, manufacturers, processors and merchants of all kinds of insecticides, germicides and pesticides; to act as carpenters, joiners, wood turners and woodworkers of all types, builders, contractors, repairers, distributors, exporters, importers, suppliers, painters, decorators, demolition contractors and haulage contractors.

Presented by:-
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC3Y 0HP

NEW YORK



(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

* (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) 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.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. *The Share capital of the Company is £100 divided into 100 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

*By Special Resolution passed on the 25th day of March, 1985, the share capital was increased to £50,000 divided into 50,000 shares of £1 each.

A handwritten signature in black ink, appearing to be 'J. M. Smith', written in a cursive style.

1476443

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
PROTECTAHOME LIMITED

(Adopted by Special Resolution passed on the 18th day of April, 1985)

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 3, 10, 11, 24, 75, 77 and 79 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of Shares in the Company.

6. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

- (A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (B) purchase its own Shares (including any redeemable Shares);
- (C) make a payment in respect of the redemption or purchase under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

Presented by

THE LONDON LAW AGENCY LTD

1476443

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
PROTECTAHOME LIMITED

(Adopted by Special Resolution passed on the 18th day of April, 1985)

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 10, 11, 24, 75, 77 and 79 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of Shares in the Company.

6. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

- (A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (B) purchase its own Shares (including any redeemable Shares);
- (C) make a payment in respect of the redemption or purchase under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

Presented by -

THE LONDON LAW AGENCY LTD.

LC 100
- 9 MAY 1985

7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 54 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 89 to 94 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 of Table A shall be modified accordingly.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. 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 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

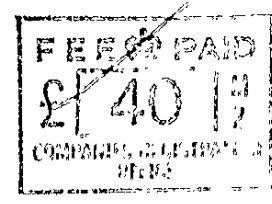
TRANSFER OF SHARES

15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

L40

Number of Company: 1476443

THE COMPANIES ACT 1985



A PRIVATE COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

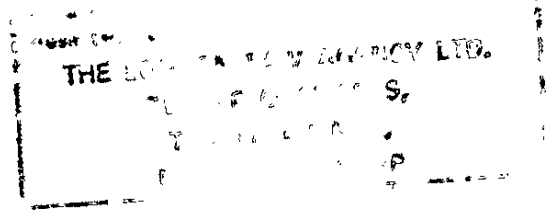
PROTECTAHOME LIMITED

Passed the Fourth day of July 1986.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held on the Fourth day of July 1986,
the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to
PROTECTAHOME HOLDINGS LIMITED

CHAIRMAN.



DG. [Handwritten signature]

e. House +
\$90 x 8
\$7330

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1476443

27

I hereby certify that

PROTECTAHOME LIMITED

having by special resolution changed its name, is now
incorporated under the name of

PROTECTAHOME HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

18TH AUGUST 1986

G. C. H. H. H. H. H.
G. C. H. H. H. H. H.

an authorised officer

Number of Company: 1476443

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

(Copy)
SPECIAL RESOLUTION
OF HOLDINGS.
PROTECTAHOME LIMITED

Passed the 25th day of MARCH, 1988.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the day of MARCH 1988, the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (A) of Clause 3 of the said Memorandum and by substituting therefor the following Sub-Clause:-

(A) (i) To carry on all or any of the businesses of surveyors consultants and contractors in timber preservation specialists in the treatment of woodworm and dry rot infestation; to carry on the businesses of contractors and damp proofing specialists and to undertake develop and act as consultants in relation to any process for the treatment and protection of buildings and furniture from woodworm dry rot death watch beetle and other wood boring insects; to act as disinfection spraying and spreading engineers manufacturers distributors and merchants of agents for and dealers in preparations substances products and mechanical contrivances and appliances of all kinds for use in connection with the prevention treatment control and destruction of such infestation; and damp proofing vermin destroyers general surveyors and estimators manufacturers processors and merchants of all kinds of insecticides germicides and pesticides; to act as carpenters joiners wood turners and woodworkers of all types builders contractors repairers distributors exporters importers suppliers painters decorators demolition contractors and haulage contractors.

(ii) To carry on the business of a holding company in all its branches and to acquire by purchase lease concession grant licence or otherwise deal in such businesses options rights privileges lands buildings leases underleases stocks shares debentures bonds obligations securities reversionary interest annuities policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold manage develop lease sell or dispose of the same and to vary any of the investments of the Company and to enter into assist or participate in financial commercial mercantile industrial and other transactions undertakings and business of every description.

(iii) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.

NGW/MSK

 CHAIRMAN.

D.G. BURNLEY

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1	4	7	6	4	4	3
---	---	---	---	---	---	---

Name of company

* PROTECTAHOME HOLDINGS 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

Day	Month
31	01

Note
Please read notes 1 to 4 overleaf before completing this form

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
31	01	1988

† delete as 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 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of PROTECTAHOME PEST CONTROL LIMITED

_____, company number _____
the accounting reference date of which is 31st JANUARY

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

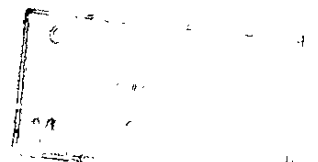
An administration order was made in relation to the company on _____
and it is still in force.

Signed David E Buckley Designation DIRECTOR Date _____

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

For official Use
General Section

Post room



† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

1476443

THE COMPANIES ACTS 1948 TO 1981
AND
THE COMPANIES ACT 1985

[Handwritten signature]

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
PROTECTAHOME HOLDINGS LIMITED
(As altered by Special Resolutions passed in the years 1985 and 1988)

1. *The Company's name is "PROTECTAHOME HOLDINGS LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-

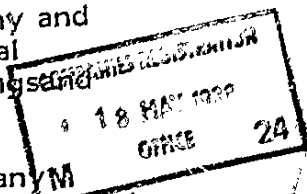
(A) (i) To carry on all or any of the businesses of surveyors consultants and contractors in timber preservation specialists in the treatment of woodworm and dry rot infestation; to carry on the businesses of contractors and damp proofing specialists and to undertake develop and act as consultants in relation to any process for the treatment and protection of buildings and furniture from woodworm dry rot death watch beetle and other wood boring insects; to act as disinfection spraying and spreading engineers manufacturers distributors and merchants of agents for and dealers in preparations substances products and mechanical contrivances and appliances of all kinds for use in connection with the prevention treatment control and destruction of such infestation; and damp proofing vermin destroyers general surveyors and estimators manufacturers processors and merchants of all kinds of insecticides germicides and pesticides; to act as carpenters joiners wood turners and woodworkers of all types builders contractors repairers distributors exporters importers suppliers painters decorators demolition contractors and haulage contractors.

(ii) To carry on the business of a holding company in all its branches and to acquire by purchase lease concession grant licence or otherwise deal in such businesses options rights privileges lands buildings leases underleases stocks shares debentures bonds obligations securities reversionary interest annuities policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold manage develop lease sell or dispose of the same and to vary any of the investments of the Company and to enter into assist or participate in financial commercial mercantile industrial and other transactions undertakings and business of every description.

(iii) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.

* The Name of the Company was, on the 18th day of August 1986 changed from "PROTECTAHOME LIMITED".

THE LONDON LAW AGENCY LTD.



(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

* (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

.. (G) To receive money on deposit or loan upon such terms as the Company may approve.

o (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

* (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) 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.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. * The Share capital of the Company is £100 divided into 100 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

* By Special Resolution passed on the 25th day of March, 1985, the share capital was increased to £50,000 divided into 50,000 shares of £1 each.

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
as inserted by section 3 of the Companies Act 1989

Company number

1476443

1. To the Registrar of Companies
(Address overleaf - Note 6)

Name of company

PROTECTAHOME HOLDINGS LIMITED

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

* insert full name
of company

2. 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

Day Month

3 1 0 8

Day Month Year

3 1 0 8 1 9 9 0

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

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
The company is a [subsidiary][parent]† undertaking of

_____, company number _____
the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
An administration order was made in relation to the company on _____

and it is still in force.

6. Signed

Designation†

Date 21/6/90

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

ROGER PEACHEY & PARTNERS
22 CHEPSTOW ROAD
NEWPORT
Gwent NP23 5EA

For official use
DEB

Post return

THE COMPANIES ACT 1985



J51

(COPY)

(1) SPECIAL

resolution

Company Number

1476443

of PROTECTAHOME HOLDINGS

Passed the 5th day of SEPTEMBER 1990 Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 22 CHEPSTOW ROAD, NEWPORT, GWENT.

on the 5th day of SEPTEMBER 1990

the following (1) SPECIAL RESOLUTION was duly passed:-

- (2) Under S28 (1) of Companies Act 1985, the above company resolved to change the company name to:-

'PROTECTAHOME LIMITED'

[Signature]
Director



NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days of the meeting.

#80/mb/
100914/P2

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1476443

I hereby certify that

PROTECTAHOME HOLDINGS LIMITED

having by special resolution changed its name,
is now incorporated under the name of

PROTECTAHOME LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 NOVEMBER 1990

V J Kendrick
MRS V J KENDRICK

an authorised officer