

G

COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use For official use

[] [] [] [] [] []

2066699

Name of company

*Insert full name of
company

A & C CONTRACT CHAIRERS		LIMITED
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I, STEPHEN JOHN SCOTTof RICHMOND HOUSE 52 MUCKLOW HILL, HALESOWEN, BIRMINGHAM B62 8BL(Delete as
appropriate)

do solemnly and sincerely declare that I am a

(person named AS secretary of the company in the statement delivered to the registrar
under section 10 and that all the requirements of the above Act in respect of the registration of
the above company and of matters precedent and incidental to it 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 BIRMINGHAM

Declarant to sign below

the 3RD day of OCTOBER
One thousand nine hundred and EIGHTY SIX
before me M. J. DODD

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

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

SHALLWOOD COMPANY SERVICES,
52 MUCKLOW HILL,
HALESOWEN,
BIRMINGHAM B62 8BL

For official use

New Companies Section

Post room



PUC1

Statement of information of a company to be incorporated with limited liability under the Companies Act 1985

Please do not
write in
this margin

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

*Insert full name
of company

Pursuant to Part V of the Finance Act 1973

For official use

[] [] [] []

Company number

2060599

Please do not
write in the space
below. For Inland
Revenue use only

Name of Company

A & C CONTRACT GLAZIERS

LIMITED

Distinguish
between
ordinary,
preference, etc.

£ 1000			
A Nominal Capital			
Description of shares 1	ORDINARY		
B Nominal value of each share	£ 1-00	£	£
C Number of shares taken on incorporation	2		
D Total amount payable on each (including premium if any)	£ 1	£	£
E Amount paid or due and payable on each	£ nil	£	£
F Total amount paid or due and payable in respect of C		£ nil	
G Capital duty payable on F at £1 per £100 or part of £100		£ nil	

Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, the fact with full particulars must be stated and attached to this form.

Please tick
if required



1Delete as
appropriate

Signed

S-T Jett

~~xxxxxx~~ (Secretary) Date

3/10/86

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

SWALLOW COMPANY SERVICES,
52 MOONBY HILL,
BIRMINGHAM,
BIRMINGHAM B625HL

For official use
Capital section

Post room

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of
A & C CONTRACT GLAZIERS
LIMITED

A & C CONTRACT GLAZIERS

2066699



The name of the company is " Limited".

The registered office of the Company will be situated in England.

The objects for which the company is established are :-

To carry on all or any of the businesses of manufacturer, dealer, agent, importer, exporter, wholesale and retail in all goods. To carry on the following businesses of Builders, Contractors, Heating, Ventilation, Refrigeration engineers and contractors, Scaffolders, Carpenters, Painters, Joiners, Decorators, Bricklayers, Plumbers, Plasterers, Electricians, Shopkeeper, Warehousekeeper trading in hot and cold food, wine and spirits, meat, flowers, hardware, antiques, fancy goods, radio, television, electrical components, Jewellery, toys, sports equipment, photographic equipment, clothing, footwear, perfume, cosmetics, drugs, stationery, tobacco and any other trade which can be advantageously carried on; Builders and general merchants, Managers of all kinds of entertainment and sporting events, Turf and sporting accountants, Plant hire, Scrap iron and waste metal merchants, demolition contractors, Proprietors of garages, hotels, restaurants and factories, Computer and computer peripheral dealers, Computer consultants, Publishers, Printers, Haulage contractors, Security, contractors, Car hirers, Shipping agents, property dealers and developers.

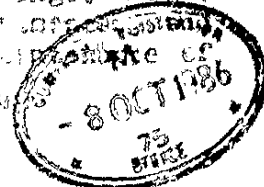
To undertake and execute agency or commission work and to act generally as agents, factors and brokers for the sale and purchase of goods, finance, investment, insurance and the provision of services and travel.

To carry on any other trade or business 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.

To purchase, take or 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 purpose of or in connection with the Company's business or any branch or department thereof.

To erect, construct, lay down, enlarge, alter and maintain railways, tramways, sidings, bridges, reservoirs, shops, 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.

11/10/86
321092



- E. To borrow or raise or secure the payment of money for the purpose 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 such rights, powers and privileges 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 make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations, and contracts of customers and others, and the dividends, interest and capital of the shares, stocks and securities of any company of or in which this Company is a member or is otherwise interested.
- H. To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- I. To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- 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 the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- L. To pay 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 or stock of any company or corporation, with or without preferred or deferred 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 amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as

directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

1. To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any persons, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possesses of property suitable for the purposes of the Company.
2. 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.
3. 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, provided that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
4. 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.
5. 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 the objects of the Company specified in each of the foregoing paragraphs of this clause shall be distinct and separate objects of the Company and shall be in no way limited by references to any other paragraphs hereof or to the order in which the same occur.

4. The liability of the members is limited.
5. The share capital of the Company is £1000 , divided into 1000 shares of £1 each.

We, the several persons whose names and address 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

J. SCOTT,
52 NIXON HILL, HALESOWEN,
BIRMINGHAM B62 8BL
COMPANY FORMATION AGENT
S.J. SCOTT,
52 NIXON HILL, HALESOWEN,
BIRMINGHAM B62 8BL
COMPANY FORMATION AGENT

ONE SHARE

ONE SHARE

Dated this ^{3rd} ... day of ... OCTOBER ... 1996

Witness to the above signatures... J. J. ...

J A SCOTT, 52 NIXON HILL, HALESOWEN, BIRMINGHAM B62 8BL.

PRIVATE COMPANY LIMITED BY SHARES

2066699

ARTICLES OF ASSOCIATION

-of-

A & C CONTRACT GLAZIERS

LIMITED

PRELIMINARY.

1. The Regulations contained in Table A as comprised in the Companies (Tables A to F) Regulations 1985 as modified from time to time ("Table A") shall apply to the Company subject to any exclusion or modification hereinafter expressed. Regulations 24, 46, 64, 73-77, 94-97 and 113 shall not apply to the Company.

PRIVATE COMPANY.

2. The Company is a Private Company and accordingly, in compliance with Section 81 of the Companies Act 1985 ("The Act") any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited.

SHARES.

3. The Directors of the Company may, within a period of five years from the date of incorporation of the Company exercise the Company's power to allot, grant options over or otherwise dispose of all or any of the unissued shares in the capital of the Company.
4. (i) Subject to any direction given by the Company in General Meeting all shares to be issued shall be first offered to the existing members in proportion to the shares already held by them. The said offer shall be in writing, stating the number of shares the member is entitled to and stating a time limit (being not less than 21 days) whereafter the offer is deemed to have been declined.
4. (ii) Sections : 89 (1) and 90 (1) to (6) of the Act shall not apply to the allotment of any equity security in the Company.

IFN.

5. Regulation 8 of Table A shall be amended by the words "(not being a fully paid share)" being omitted.

TRANSFER OF SHARES.

6. (i) Shares may be transferred to any person already a member of the Company (and to any member of that person's family as hereinafter defined. A person's family shall include only that person's spouse parent or child).

6. (ii) A member desiring to transfer shares other than in accordance with Articles 6 (i) shall give written notice ("the transfer notice") to the Company of such intention. Such notice shall give particulars of the shares in question and may require that the shares the subject of the notice all be sold. The transfer notice shall constitute the Directors agents for the transferor for the purpose of selling such shares to the existing members of the Company at such price as shall be agreed between the Directors and the transferor failing such agreement at the fair value thereof as fixed by the Company's auditors. A transfer notice once given may be withdrawn only with the consent of the Directors, but such consent shall not unreasonably be withheld.
6. (iii) The Directors shall offer the shares comprised in a transfer notice to the members of the Company in proportions as if the shares were to be disposed of by allotment under Article 4 (i), and the transferor were not a member. If within twenty-eight days from the date of the transfer notice the Directors are unable to find a member or members willing to purchase any of such shares (or all of them if the transfer notice so requires) the transferor may dispose of so many shares as shall remain in any manner he may think fit within three months from the date of the transfer notice. If a member to whom the transferor becomes by reason of this Article obliged to transfer any shares fails, within fifty-six days of the transfer notice, to pay for such shares, the transferor shall (without affecting any liability the defaulting purchaser may have toward him in damages or otherwise) be entitled within a period of three months thereafter to transfer such shares as he may think fit.
6. (iv) If a transferor has in the transfer notice required that all the shares the subject of that notice be sold, he shall within the period of three months after the transfer notice be required to transfer all, or none of those shares.
6. (v) In the event that a person refuses to transfer any shares which, by reason of these Articles he has become obliged to transfer, the Directors may appoint a person to execute such transfer on behalf of the defaulting transferor, and the Company may receive payment for such shares on behalf of the defaulting transferor, such receipt shall operate as a good discharge to the purchaser and the defaulting transferor shall be obliged to deliver to the Company the share certificates (if any) held by him in respect of those shares.

PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by any other person present in person or by proxy.
8. Business may be transacted at any meeting at which a quorum is present at the time the meeting proceeds to business and Regulations 40 and 41 of Table A shall be modified accordingly.

SECRETARY

9

The first secretary shall be as named in the statement delivered pursuant to Section 10 of the Companies Act, 1925.

10.

A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of having attained that or any other age.

(A) he is recommended by the Directors; or

13.

NONHOMOTOPIC POWERS.

INDEMNITY.

19. In addition to such indemnity as is contained in Paragraph 11B of Table A, every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto.

NOTICES

16. A notice may be given by any member to the Company by leaving it at or sending it to the registered office of the Company. Regulation 115 of Table A shall apply save that the words "unless to the contrary" shall be deleted therefrom.

WINDING UP.

17. In regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

CHAIRMAN'S CASTING VOTE.

18. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

J. SCOTT,
52, MICKLOW HILL,
WALSLOW,
BIRMINGHAM B62 8HL,
COMPANY FORMATION AGENT

S. J. SCOTT,
52 MICKLOW HILL,
WALSLOW,
BIRMINGHAM B62 8HL,
COMPANY FORMATION AGENT

Date this

3rd October 1986

WITNESS to the above signatures -

1.1.1

J. A. SCOTT,
52 MICKLOW HILL,
WALSLOW,
BIRMINGHAM B62 8HL,
COMPANY FORMATION AGENT



B13

10

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

20/1/85

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

2066699

Name of company

*Insert full name
of company

A & C CONTRACT GLAZIERS		LIMITED
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The intended situation of the registered office of the company on incorporation is as stated below

RICHARD HOUSE, 52 MICKLEHILL HILL, HALESOWEN, BIRMINGHAM B62 8HL	
Postcode	

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☐

Postcode	

Number of corporation sheets attached (see note 1)

☐

Presenter's name, address and
reference (if any)
**SWALWOOD COMPANY SERVICES,
52 MICKLEHILL HILL,
HALESOWEN, B62 8HL**

For official use

General Section

Fast 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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) JACQUELINE SCOTT,		Business occupation COMPANY FORMATION AGENT	
Previous name(s) (note 3) NONE		Nationality BRITISH.	
Address (note 4) RICHMOND HOUSE, 52 MUCKLOW HILL,		Date of birth (where applicable)	
HALESOWEN BIRMINGHAM B62 8HL		(note 6) NA	
Postcode B62 8HL			
Other directorships† SPADES LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 3RD OCTOBER 1986	

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

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:

Please do not write in this margin

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

Name (notes 3 & 7)		STEPHEN JOHN SCOTT,	
Previous name(s) (note 3)		NONE	
Address (notes 4 & 7)		RICHMOND HOUSE, 52 MOCKLOW HILL,	
HALESOWEN BIRMINGHAM B62 8BL		Postcode	B62 8BL
I consent to act as secretary of the company named on page 1			
Signature		Date 3 rd OCTOBER 1986	

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	
Date	

Delete if the form is signed by the subscribers

Delete if the form is signed by the subscribers	
---	--

Delete if the form is signed by an agent on behalf of the subscribers

All the subscribers must sign either personally or by a person or persons authorised to sign for them

Signed	Signature	Date 3 rd OCTOBER 1986
Signed	Signature	Date 3 rd OCTOBER 1986
Signed		Date
Signed		Date
Signed		Date
Signed		Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2066650


I hereby certify that

A B F OFFICE GLAZIER LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

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

DATE SIGNED FOR


D.G. BLACKSTOCK

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)**224**Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1965.

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

To the Registrar of Companies

For official use

Company number

[01019]

2066690

Name of company

* A & C CONTRACT GLAZIERS LIMITED

* Insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:**Important**
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Delete as
appropriate

Signed

Alan [unclear]

[Director][Secretary]† Date

5-1-87

Presenter's name address and
reference (if any):RAILEY MANAGEMENT SERVICES LIMITED
100, 102, 104, 106, 108, 110, 112, 114, 116, 118, 120, 122, 124, 126, 128, 130, 132, 134, 136, 138, 140, 142, 144, 146, 148, 150, 152, 154, 156, 158, 160, 162, 164, 166, 168, 170, 172, 174, 176, 178, 180, 182, 184, 186, 188, 190, 192, 194, 196, 198, 200, 202, 204, 206, 208, 210, 212, 214, 216, 218, 220, 222, 224, 226, 228, 230, 232, 234, 236, 238, 240, 242, 244, 246, 248, 250, 252, 254, 256, 258, 260, 262, 264, 266, 268, 270, 272, 274, 276, 278, 280, 282, 284, 286, 288, 290, 292, 294, 296, 298, 300, 302, 304, 306, 308, 310, 312, 314, 316, 318, 320, 322, 324, 326, 328, 330, 332, 334, 336, 338, 340, 342, 344, 346, 348, 350, 352, 354, 356, 358, 360, 362, 364, 366, 368, 370, 372, 374, 376, 378, 380, 382, 384, 386, 388, 390, 392, 394, 396, 398, 400, 402, 404, 406, 408, 410, 412, 414, 416, 418, 420, 422, 424, 426, 428, 430, 432, 434, 436, 438, 440, 442, 444, 446, 448, 450, 452, 454, 456, 458, 460, 462, 464, 466, 468, 470, 472, 474, 476, 478, 480, 482, 484, 486, 488, 490, 492, 494, 496, 498, 500, 502, 504, 506, 508, 510, 512, 514, 516, 518, 520, 522, 524, 526, 528, 530, 532, 534, 536, 538, 540, 542, 544, 546, 548, 550, 552, 554, 556, 558, 560, 562, 564, 566, 568, 570, 572, 574, 576, 578, 580, 582, 584, 586, 588, 590, 592, 594, 596, 598, 600, 602, 604, 606, 608, 610, 612, 614, 616, 618, 620, 622, 624, 626, 628, 630, 632, 634, 636, 638, 640, 642, 644, 646, 648, 650, 652, 654, 656, 658, 660, 662, 664, 666, 668, 670, 672, 674, 676, 678, 680, 682, 684, 686, 688, 690, 692, 694, 696, 698, 700, 702, 704, 706, 708, 710, 712, 714, 716, 718, 720, 722, 724, 726, 728, 730, 732, 734, 736, 738, 740, 742, 744, 746, 748, 750, 752, 754, 756, 758, 760, 762, 764, 766, 768, 770, 772, 774, 776, 778, 780, 782, 784, 786, 788, 790, 792, 794, 796, 798, 800, 802, 804, 806, 808, 810, 812, 814, 816, 818, 820, 822, 824, 826, 828, 830, 832, 834, 836, 838, 840, 842, 844, 846, 848, 850, 852, 854, 856, 858, 860, 862, 864, 866, 868, 870, 872, 874, 876, 878, 880, 882, 884, 886, 888, 890, 892, 894, 896, 898, 900, 902, 904, 906, 908, 910, 912, 914, 916, 918, 920, 922, 924, 926, 928, 930, 932, 934, 936, 938, 940, 942, 944, 946, 948, 950, 952, 954, 956, 958, 960, 962, 964, 966, 968, 970, 972, 974, 976, 978, 980, 982, 984, 986, 988, 990, 992, 994, 996, 998, 1000For official Use
General Section

Post room

