The Companies Act 1985
Private Company Limited by Shares
Company Number: 2223682

MEMORANDUM AND ARTICLES OF ASSOCIATION

DOUBLE GLAZING SUPPLIES (NORTHERN IRELAND) LIMITED

Incorporated the 23rc February, 1988

LEATIFIED AS A TRUE COPY

PIRECTOR

W. Anish

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THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

DOUBLE GLAZING SUPPLIES (NORTHERN IRELAND) LIMITED

- 1. The Company's name is "DOUBLE GLAZING SUPPLIES (NORTHERN IRELAND) LIMITED".
- 2. The Company's registered office is to be situated in England & Wales.
- 3. The Company's objects are :-
- (a) To carry on all or any of the businesses of marketers, installers, manufacturers, inventors, designers, importers and exporters of, and dealers in double glazed and insulated windows of every description, joiners and contractors, glaziers and insulation specialists, cabinet makers and carpenters, manufacturers of and dealers in building, domestic and agricultural woodware of all kinds, glass and timber merchants, french polishers, sprayers, painters, enamellers and stainers, builders and contractors. plumbers, designers, manufacturers, installers, repairers, hirers and agents for the sale of central healing systems of every description, gas fitters, electricians, property repairers and jobbers, contractors for the eraction and repair of structures, filments and buildings of all kinds, builders' merchants, furniture dealers, storers and removers, designers, manufacturers, repairers, installers and merchants of, agents for the sale and letting on hire of, and dealers in electrical and mechanical equipment, television and radio bels. labour saving devices and appliances, apparatus and accessories of every description, electrical, mechanical, motor and general engineers, ironmongers and hardware merchants, coach and body builders and repairers, wheelwrights and smiths, manufacturers, proprietors, hirers and letters on hire of, and dealers in motor and other vehicles of every description, proprietors of garages and petrol stations and general merchants and traders; and to buy, sell, manufacture, repair, alter and exchange, let on hire and on hire purchase, export and import and deal in all kinds of articles and things which may be required for the purposes of the said businesses, or any of them, or which may seem capable of being profitably dealt with in connection with any of such businesses.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with a larry to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person firm or company, or for subsidising or otherwise assisting any such person firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities to received.
- (f) To improve, anage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, lurn to account, grant licences, options, sights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surelyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any surn of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as atoresaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- the To apply for, promote and obtain any Act of Parliament order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or fer effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (I) To enter into any arrangements with any government or authority (supreme municipal local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out exercise, and comply with any such charters decrees rights privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks bonds obligations or securities issued or guaranteed by any government or authority municipal local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (p) To self or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular fer shares, debentures, or securities of any company purchasing the same
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the

Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up. establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force. 4. The liability of the Members is limited. 5 The Company's share capital is £100 divided into 100 shares of £1 each We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names. Number of shares taken Names and ac dresses of Subscribers by each Subscriber 1. Instant Companies Limited, One 2. Baches Street, London N1 6UB 2. Swift Incorporations Limited - One 2. Baches Street London N1 6UB Total shares taken - Two Dated the 9th day of February, 1988.

> 2. Baches Street London N1 6UB

Witness to the above Signatures: Terry Jayne.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

DOUBLE GLAZING SUPPLIES (NORTHERN IRELAND) LIMITED

PRELIMINARY

- 1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies "ubles A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to

the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any er res released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 60 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

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GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the

reports of the Directors and Auditors, and the appointment of and the tixing of the remuneration of the Auditors

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company
- 6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
 - (c) Clause 41 in Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

- 7. (a) Clause 64 in Table A shall not apply to the Company
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenseever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Arricles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
 - (d) No person shall be appointed a Director at any General Meeting unless either
 - (i) he is recommended by the Directors or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force

BORROWING POWERS

8 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

ALTERNATE DIRECTORS

- 9 (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesald his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the guorum present at the meeting.
 - (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 13 (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all tosses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
 - (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and addresses of Subscribers

- Instant Companies Limited
 Baches Street
 London
- 2. Swift Incorporations Limited 2 Baches Street London

Dated this 9th day of February, 1988,

Witness to the above signatures, Terry Jayne 2 Baches Street London

The regulars and Tuble A to the Companies Act 1885 apply to the Company save in solar as they are not excluded or varied by 46 Are class of Assict aroun

Table A se prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), smended by the Companlos (Tables A to F) (Amendment) Regulations 1285 (S.I. 1985 No. 1052), is reprinted below,

Table A THE COMPANIES ACT 1985

Regulations for Management of a Company Limited by Shares

INTERPRETATION

INTERPRETATION

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the Paratitude and as secretary or the Company, including a philip assistant or depoly secretary. The United Kingdom' means Great Entern and Northern Ireland Unless the context otherwise regulations words or explosions contained in these regulations bear the same meaning as in the Act but excluding any statutary modification thereof not in fact a when these regulations become binding en the

SHARE CAPITAL

SHARE CAPITAL
2. Sutject to the provisions of the Act and without projudice to any rights attached 15 any niviting observe any share may be issued with such rights or restrictions as the company may by cremary respliction determine
3. Subject to the provision, of the Act shares may be issued which are to be rederined or are to be table to be rederined at the opt in of the company or the hadder on such terms and in such manner as may be provided by the articles.
4. The company may exercise the powers of paying commodants conferred by the Act Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the all timent of thely or partry particle and conferred by the Act Subject to the other.
5. Except as required by taw in sperson shall be recognised by the company as highly one of any shate upon any trust and (accept as otherwise provided by the articles of by law) the company shall not be constantly shall not be subjected in the holder.

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SHARE CERTIFICATES

SHARE CERTIFICATES

B. Every member upon becoming the holder of any chares shall be enhibed without beyment to one confided for all the shares of each class hold by turn and upon transforming a part of hisholding of shares of any chars to a certificate for the thallance of such holdings of severate culticater and for the restraince of his holdings of severate culticater and for the restraince of his shares upon payment for every certificate after the first of such reasonable turn as the denotion may determine tivory certificate shall be search and shall be peaked with the soal and shall specify the numbers (to any) of the shares twice twinds the tertificate and the unaunitor respective timeunity sharp the process the company shall not be beaut at restor of the thin one than one certificate for the real head panily by several persons and delivery of a certificate to enopenitual/certificate and included the continuous and the continuous continuous terminable of them.

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12. Subject to the terms of all others of the anceston may make Let's up in the incoders of the respect of the residence of the anceston of the anceston of the product of the residence of the res

the shares in respect whoreof the call was made.

13. A call shall be deemed to have been made at the time when the resolution of the directors outboursing the call was passed.

14. The paint helders of a chare shall be partly and beverally kable to pay all calls in respect thereof.

15. The call remains unpaint after it has become due and payable the person from wham its due and payable shall payable store the innounturiped from the day-became due and payable shall payable shall be rate fixed by the ferms of although of the share or in the notice of the call, or if no rate is fixed, at the appropriate rate of colored by the ferms of the theory and or delived by the fixed. gos defined by the Act) but the directors may waive payment of the interest wholly

in the shalled in the noise of the call of it notate is trivial, at the apprepriate rate (as delined by the Act) but the directors may waive payment of the interest wholly or in part.

6. An amount payable in respect of a share on alsoment or it any fixed data, whether in respect of normal value or premium or as an enstation of a call shall be deferred to be astland in the not paid the provisions of the ancies shall apply and that uniount had become due and payable by without of it call.

17. Subject to the terms of allotiment, the directors, may make an angements on the isosual of chares for a difference between the holders in the amounts and times of payment of colle on their shares.

18. If a call commans unpaid after it has become sue and payable the directors may give to the present from whom it is due not less than fourteen dear days not be required payment of the amount unbaid together with any interest which may have to the present from whom it is due not less than fourteen dear days not be required and shall date that their tiress not complied with the shares are expected which the payment of the ancient shall make the payment was given may be done the payment required with any state in respect of which it was given may be done the payment required with any state in respect of which it was given may be done the payment required by the nestice has been made be fortested by a resolution of the directories stall into did all distallations or eiter maneys payable in respect of the fortested shares and not paid before the fortested.

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PURCHASE OF OWN SHARES

25 Subject to the provisions of the Act the company may purchase its own shares simplicing any independent in shares, and id this a private company, make a payment in respect of the lederoplich or purchase of its own shares otherwise than out of distributions profits of the company or the proceeds of a feat using an enables. Estats jo suser deat

GENERAL MEETINGS

CADNEMAL WITTE LINGS

36 Ar general meetings other than aidural general meetings shall be called exhaustinary general meetings.

37 The directors may call general meetings and on it e requisition of nismbers oursuant to the crows-ons of the Act shall forthwith proceed to somene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition of their end, which the United Kingdom sufficient directors or all a general meeting any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

1997 FIVE OF CETAETHAL WITE FIRESO

38. An annual general meeting and an eat nordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a threater shall be called by at least five the extrapriducity general meetings shall be called by at least four-teen clear days notice but a general meeting may be called by shorter notice if it is so exceed.

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agreed — (a) in the case of an anoust general meeting, by all the members entitled to attend and vote before and (their meeting, by a majority in number of the members having a right to attend and vote being a majority togother holding and total being a majority togother holding and togot

not less than hinely-fire per cent in nominal value of the mealing and the general matter of the mealing and the general matter of the mealing shall be general matter of the business to be transacted and in the case of an annual general matter of the provisions of the articles and to or y restrictions imposed on any shares, the notice shall be given to all the members to all persons entitled to a shall in ubnacedence of the death or bankrupticy of a member and to the discolors and auditors.

33 The accidents omission to give notice of a mealing to, or the non-receipt of notice of a meaning by any person entitled to receive notice shall not available the proceedings at the investor.

of notice of a meeting by any birson entitled to receive notice shall not awaldate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40. No bosiness shall be transacted at any meeting unless a quorum is present. Two parsons entitled to vote upon the business to be transacted, Jach being a member or a proxy for a namber of a chip authorised representative of a comporation, shall be a grown.

44. It sook a quorum is not present within hall an how from the time appointed for the meeting, end during a meating such a quorum cataos to be present, the meeting shall aland adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

45. The charman if any of the board of directors on this above a some other greator normalised by the directors, shall present as charman of the meeting. But it is director present shall sleed one of their price to be charman in the meeting. But it is director present shall sleed one of their normal to be charman as the size of only one director present shall sleed one of their normal to be charman as the sleed on sony one director present shall sleed one of their normal to be charman. It is no director as the inner appointed for linking the meeting, the inner present with one present with the received in which it is made to be charman. At it no director any in notwithstanding shall be a not a member to be charman at a fine and a scook at any general meeting and all any separate meeting to link into the meeting the inner both to director any in notwithstanding shall be a not a member to be charman and the holders of any class of shares in the completely.

45. The charman may with the ronsent of a meeting at which a quorum is present fand shall so the any general meeting and all any separate meeting from time to link any entities of the place to the owners and to taken place. When it remains the present of the place with a director and proporate from time and place of the adjourned meeting one the present of

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and a directive by a person as price, for a transportable both to same as a

this a certain of a general to provide the national by the Character of Unions a root against that a resolution has been caused or carried entimental by the Character theory of the particular majority or or or the caused by a particular and root of a root of the last of the national of the meeting shad be a rectain evidence of the fact without proof of the spiritual of the meeting shad be a rectain evidence of the fact without proof of the spiritual of the proposition of the vision evidence of the fact without proof of the spiritual of proposition of the vision evidence of the fact without proof of the spiritual of the proposition of the vision evidence of the fact without proof of the spiritual of the proposition of the vision evidence of the fact without proof of the proposition of the proposition

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48. The defound for a pole may betwee the past is taken, be well-drawn but only with the consent of the chairman and a demand to well-drawn shall not be taken to have invalidated to a result of a snew of harms declared belian the

demand was made 49 A post shot b demand was made.

49. A post shall be taken as the chairman directs and he may appoint strutinear (who need not be members) and his atime and place for declaring the result of the post. The result of the post shall be deemed to be the resolution of the meeting at which the post was obtained.

50. In this case of an equality of votes, whether on a show of hands or on a post the chairman shall be entitled to a casting vote in addition to any other vote he may have.

may have
51. A poli demanded on the election of a chairman or on a question of
51. A poli demanded on the election of a chairman or on a question of
sadjournment shall be taken forthwith or at such time and place as the chairman devols
not being more than thirty days after the politis of manded. The demand for a
politishal not prevent the columnance of a meeting for the transaction of any
business other than the quotion on which the politishad demanded & a politish
demanded before the declaration of the result of a show of hands and the
demand is duly withdrawn the mastery shall continue as if the demand had not
been made.

been made 52. No notice need be given of a poli not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded in any other case at least severic/sec days notice shall be given specifying the time and place at which the pok is to be taken 53. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

VOTES OF MEMBERS

S4 Subject to any rights or restrictions attached to any shares on a show of lands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative not being timed it accordance intitled to vote shall have one vote and on a poll every member shall have one vote and on a poll every member shall have one vote and on a poll every member shall have one vote and on a poll every member shall have one vote for every share of which he is the holders.

S5 In the case of joint holders, the vote of the senior who tendors a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order is which the names of the holders stand in the register of members.

S6 A member in respect of whom at order has been made by any court having jurisdiction, whether in the United Kingdom or elsewherer in malters concerning mental disorder may vote whether on a show of hands or on a poll by tha receiver, owners or other person authorised in that behall appointed by that court and any such receiver curator bons or other person authorised on that behall authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as its specked in accordance with the right to vote its to be discretised and entirelies for the deposit of instruments of proxy not less than 45 hours before the lime appointed for holding the meeting or adjourned meeting or at any separate meeting of the holders of any class of shares in the company either in person or by proxy, in respect of any share held by bim unless all moneys presonity payable by him in respect of any share held by bim unless all moneys presonity payable by him to respect of any share held by bim unless all moneys presonity payable by him to respect of any share held by bim unless all moneys accept at the meeting or adjourned meeting or adjourned meeting or adjourned meeting

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conclusive
59. On a poli votas may be given either personally or by proxy. A member may appoint mere than one proxy to attend on the same (ccasan, 60. An instrument appointing a proxy shall be in writing essecuted by or on behalf of the appointor and shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

PLC Limited of a gnied to ITME
members of the above named company hereby appoint of ask
my/our proxy to vote in my our name; s) and on my our behalf at the aroual
extranctionary general menting of the company to be held
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A CONTROL OF THE CONTROL OF THE BOARD WAT THE BOARD TO THE THE BOARD THE BOARD

NUMBER OF CIRECTORS

64 Unless otherwise determined by cramary resolution the number of directors other than alternate directors; shall not be subject to any maximum but shall be not tess than two

ALTERNATE DIRECTORS

65. Any skector retirer than an alta-rate director; may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate.

to act, to be an alternate errector and may remove from office an atternate thracker so appointed by him.

66 An alternate director shall be entitled to receive notice of all meetings of exectors and of all meetings of committees of directors of which his appointers a member to attend and vote at any such meeting at which the director appointing him is not person ally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his arrivices as an alternate director and remained to receive any remuneration from the company for his arrivices as an alternate director. But it shall not be necessary to give notice of such a meeting to a alternate director who is absent from the United Kingdom.

67 An atternate director, half coase to be an alternate director of his appointment or cases to be a director, but it is director retires by notation or of otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his extrement shall continue after his reappointment flow of the company signed by the director making or revoking the appointment or in any other menor approved by the directors.

69. Save as otherwise provided in the articles an alternate director shall be degreed for all purposes to be a director and shall alone be responsible for his director appending him.

deuctor appointing him

POWERS OF DIRECTORS

70. Si bject to the previsions of the Act, the memorandom and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may extress all the powers of the company has alteration of the memorandom of articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration, and not been made or that direction had not been given. The powers given by this regulation shall not be smitted by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

71. The directors may by power of altorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

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DELEGATION OF DIRECTORS' POWERS

DELEGATION OF DIRECTORS' POWERS
The directors may delegate any of their puwers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider describe to be exercised by tern Any such delegation may be made subject to any conditions to directors may impose and either colleterally with or to the exclusion of their own powers and may be revoked in altitled. Subject to any such conditions the proceedings of a committee with two or more members distill be governed by the articles regulating the proceedings of directors so tar as they are capable at applying

APPOINTMENT AND RETIREMENT OF DIRECTORS

APPOINTMENT AND RETIREMENT OF DIRECTORS
78. At the first around general modified, and at every subsequent annual general meeting one third of the directors who are subject to retirement by rotation or if their number is not three or a multiple of three, the number nearest 1-, the third shall retire from office, but, if there is only one director who is subject to retirement by rotation he shall retire 74. Subject to the provisions of the Act, the directors to raise by rotation shall be these who have been lunguist in office since they last appointment or responsition, but as between persons who became or were last responsed directors or the same day it ose to raise shall unless they otherwise agree among themselvest by detailed the company at the meeting at which a director retires by rotation does not fill the vacancy the reliming director shall, if willing to act, by deemed to have been responsited wrises at the meeting it is resolved not to full the vacancy usunless a resolution for the reappointment of the director is purposed.

unites a resolution for the reappointment of the director of the meeting and lost.

70. No person other than a director returing by rotation shall be appointed or reappointed a director at any general meeting unless.

(a) he is recommended by the directors or (b) not less than fourther nor more than thirty-five clear days before the date appointed for the resultion, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that per an ton appointment or reappointment stating the particulars which would if the were so appointed or reappointed be required to be included on the company a register of directors logether with nooce executed by that person of this withing needs to be appointed or reappointmen.

77. Not less then seven not more than twenty-supticises days before the date appointed for holding a general meeting notice shall be given to all who are shall followed as the meeting the company of the intention to prepose him at the meeting for appointment or reappointment or reappointment as a director. The notice shall give the particulars of that person which would if he were so appointed or reappointment as a director. The notice shall give the particulars of that person which would if he were so appointed or reappointment to a required to be included in the company's register of directors.

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DISQUALIFICATION AND REMOVAL OF DIRECTORS

DIRECTORS

91 The office of a director shall be vacated if
the he ceases to be a director by virtue of any provision of the Act or he
becomes prohibited by law from being a director or
(b) he becomes bankrupt or makes any arrangement or composition with
his creditors generally, or
(c) he is or may be, suffering from mental disorder and either
(i) he is estimated to heapthat in observable of the application for admission under the Mental Hoalth Act 1983 or in Scotland an
application for admission under the Mental Health (Scotland) Act 1980 or
(ii) an order is made by a court having jurisofton (whighter in the
United Kingdom or observable in matters concerning mental disorder for its
detention or for the appointment of a receiver curation bonks or other person to
oxercise powers with respect to his property or affairs or
(ii) he resigns his office by notice to the company or
(iii) he resigns his office by notice to the company or
(iii) he resigns his office by notice to the company or
(iii) he resigns his office by notice to the company or
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(iii) he resigns his office by notice to the company or
(iii) he resigns his office by notice to the company or
(iii) he resigns his office by notice to the company or
(iii) he directors resolve that his office by vacated

REMUNERATION OF DIRECTORS

62. The directors shall be entitled to seet remuneration as the company may by ordinary resolution determine and unless the resolution provides eitherwise the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

33. The directors may be paid all travelling, botel, and other expenses properly accurred by them in connection with their nitlendance at meetings of directors or committees of directors or general needings or separate meetings of the holders of any class of sharest or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into us agreement or arrangement with any director for the employment by the company or for the provision by time of any sorvices outside the scope of the ordinary dubos of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may completely any such director. Any such services as they think fit Any appointment of a director to achieve for this services as they think fit Any appointment of a director to achieve office stable to be checked to be a director but without prejudice to any claim to damages for breach of the contract of service betwien the director and the company. A managing director and a director holding self-officer executive offices shall not be subject to retirement by reliation.

85. Subject to the provisions of the Act, and provided that he has director of the directors the nature and extent of any material alleges. This is director notwithstanding has office.

(a) may be a party to or otherwise interested at any transaction or arrangement with the company of an which the star furny is otherwise interested.

the may be a director of other officer of or employed by or a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the company or in which the company is otherwise. interested, and

interested, and (c) shall not by teason of his cilice, be accomished in the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any inherest in any such body corporate and no such transaction or arrangement shall be kable to be avoided on the ground of any such inherest in benefit.

86. For the purposes of regulation 85.
(a) a general notice given to the directors that a uses the label regarded as having an interest of the nature, and extent specified in the notice in any transaction or arrangement in which a in citied person or issue of persons is interested shall be deemed to be a disclosuse that the director has an interest an any such transaction of the nature and extent so apportful, and the arrangement of which a director has no knowledge and of which a is unreasonable to expect him to have knowledge shall rick be treated as an interest of this.

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DIRECTORS' GRATUITIES AND PENSIONS

DIFFICURY GRAUDITED AND PENSIONS

87. The directors may provide benefits whether by the payment of grauntee or pensions or by insurance or otherwise for any director who has held out no longer holds any executive office or employment with the company or with any body corporate which is or has been a suberidary of the company or a prediscase or in business of the company or of any such subsidiary, and for any member of his tamby including a spicure and a former spouse in any person who is or was dependent on him and may leave who before as after he caseds to had such office or employment (continue to any fund and pay promiums for the purplets of many person.) the purchase or provision of any such benefit

PROCEEDINGS OF DIRECTORS

PMOCEDINGS OF DIRECTORS

88. Subject to the provisions of the articles, the directors may regulate their proceedings as they think int. A director may, and the secretary at the requisat of a director shall call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom Ouesticine analog at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or basing vetter A director, who is also an alternate director shall be untitled to the absence of his appointor to a suparate vote on behalf of his appointor in addition to his own.

set The quorum for the transaction of the business of the directors may be tixed by the directors and unless so fixed at any other number shall be tive. A person who hads office only as an alternate director shall, if his appointuit is not present be counted in this quarrum. So the continuing threaters or a sets continuing director may act notwithstanding any vacanties in their reimber, but, if the number of rikedfors is less than the number fixed as the quorum, the continuing directors by director.

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MINUTES

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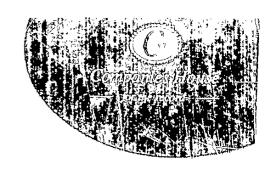
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NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

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

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

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