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COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

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

To the Registrar of Companies

For official use

For official use

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

Name of company

* FORAY 335 LIMITED

* insert full
name of Company

I, Douglas Nigel Manders

of 44 Beebee Road

Wednesbury

West Midlands WS10 9RX

* delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Sole Director engaged in the formation of the company)~~
(person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)) 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 Nicholas Westmiller House

10 Newhall Street Birmingham

West Midlands

Declarant to sign below

the 15th day of November

One thousand nine hundred and ninety-one

before me A. B. Allen

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

Nicholas Westmiller House
10 Newhall Street

Birmingham
schubert

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

EVERSHED, WELLS & HIND
10 NEWHALL STREET
BIRMINGHAM B3 3LX

Ref: ENM/CNB

For official Use

New Companies Section

Post room





C O M P A N I E S H O U S E

10

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

This form should be completed in black.

Company name (in full)

CN

2665218

For official use

B

FORAY 335 LIMITED

Registered office of the company on
incorporation.

RO

GROUND FLOOR

10 NEWHALL STREET

Post town BIRMINGHAM

County/Region ---

Postcode B3 3LX

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name EVERSHERD WELLS & HIND

RA

SOLICITORS

10 NEWHALL STREET

Post town BIRMINGHAM

County/Region ---

Postcode B3 3LX

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

EVERSHERD WELLS & HIND

(REF: DNM)

10 NEWHALL STREET

BIRMINGHAM

Postcode B3 3LX

Telephone 021 233 2001

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS --
DOUGLAS NIGEL
MANDERS
--
NONE
NONE
AD 44 BEEBEE ROAD
Post town WEDNESBURY
County/Region WEST MIDLANDS
Postcode WS10 9RX Country --
I consent to act as secretary of the company named on page 1

Signed *on behalf of* Date 15 NOV 1991

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

Voluntary details

Consent signature

CD --
EMMA JANE
MARSDEN
--
NONE
NONE
AD 130 WALSALL ROAD
FOUR OAKS
Post town SUTTON COLDFIELD
County/Region WEST MIDLANDS
Postcode B74 4RB Country --
DO 0 | 8 | 0 | 2 | 6 | 4
Nationality **NA** BRITISH
OC SOLICITOR
OD NONE
I consent to act as director of the company named on page 1

Signed *on behalf of* 15 NOV 1991

(See notes 1 - 5)

Name	*Style/Title
------	--------------

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details**

Consent signature

Delete if the form
is signed by the
subscribers.

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

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

CD
 DOUGLAS NIGEL
 MANDERS
 NONE
 NONE
AD 44 BEEBEE ROAD
 Post town WEDNESBURY
 County/Region WEST MIDLANDS
 Postcode WS10 9RX Country
DO 2 4 0 4 2 9 Nationality **NA** BRITISH
OC LEGAL ASSISTANT
OD NONE
 I consent to act as director of the company named on page 1
 Signed *D N Manders* Date 15 NOV 1991

Signature of agent on behalf of all subscribers

Date 15 NOV 1991

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

The Companies Act 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

-of-

FORAY 335 LIMITED

-
1. The name of the Company is FORAY 335 LIMITED.
 2. The registered office of the Company will be situate in England and Wales.
 3. The objects for which the Company is established are:-
 - 3.1 To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.
 - 3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate

in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable or more profitable, any of the Company's property, rights or activities.

- 3.3 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.
- 3.4 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 Directors of the Company may think fit.
- 3.5 To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- 3.6 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatsoever, the performance of the liabilities and obligations of and the repayment or payment of any moneys whatsoever by any person, firm or company, including (but not limited to):-
 - 3.6.1 any liabilities and obligations whatsoever of, and the repayment or payment of any moneys whatsoever by, any company which is for the time being or is likely to become the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and
 - 3.6.2 any liabilities and obligations incurred in connection with or for the purpose of the

acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and

- 3.6.3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities.
- 3.7 To borrow or raise by any means (including but not limited to the issue of securities) money for the purposes of or in connection with the Company's business.
- 3.8 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 subject to such rights, powers, privileges and conditions as the Directors of the Company may think fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities by way of mortgage, either outright or by way of security for the performance of any contracts or any debts, liabilities or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertaking the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.9 To lend, invest and deal with the moneys of the Company upon such securities and in such manner, and to advance money or give credit to such persons and on such terms, as the Directors of the Company may from time to time approve.
- 3.10 To receive money on deposit or loan upon such terms as the Directors of the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.11 To provide pensions, insurances, allowances, gratuities, bonuses and incentives and benefits of every description to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or of any predecessor in business of any such company or the dependants or relatives of any of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes, clubs or other arrangements (whether contributory or non-contributory) with a view to providing such benefits as aforesaid for any

such persons as aforesaid including, but not limited to, retirement benefits and/or life assurance schemes and/or profit sharing, share option, share holding or other incentive or bonus schemes.

- 3.12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.13 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 Directors of the Company may determine.
- 3.14 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 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 Directors of the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.15 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company 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 such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company or person.
- 3.16 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.
- 3.17 To purchase or otherwise acquire, take over and undertake

all or any part of the business, property, liabilities and transactions of any person, 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 possessed of property suitable for the purposes of this Company.

- 3.18 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Directors of the Company, directly or indirectly benefit, or is calculated so to benefit, the Company or its business or activities or its officers, ex-officers, employees or ex-employees or the business, activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the officers, ex-officers, employees or ex-employees of any predecessor in business of the Company or any such company as aforesaid.
- 3.19 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 may be made except with the sanction (if any) for the time being required by law.
- 3.20 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.21 To do all or any of the above things in any part of the world and either as principal, agent, trustee, nominee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.22 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 word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur 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 £1,000 divided into 1,000 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares taken
by each Subscriber

DOUGLAS NIGEL MANDERS
44 Beebee Road
Wednesbury
West Midlands
WS10 9RX

One

D N Manders

Legal Assistant

EMMA JANE MARSDEN
130 Walsall Road
Four Oaks
Sutton Coldfield
West Midlands
B74 4RB

One

Emma Marsden

Solicitor

DATED: 15 NOV 1991

WITNESS to the above signatures:

JONATHAN HOEY
160 Orchard Road
Erdington
Birmingham
B24 9JF

Jonathan Hoey

Trainee Solicitor

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FORAY 335 LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the Regulations incorporated in Table A as set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 64, 73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company, and therefore:-
 - 4.1 no shares in or debentures of or any other form of security in the Company shall be offered to the public (whether for cash or otherwise); and
 - 4.2 no shares in or debentures of or any other form of security in the Company shall be allotted, nor shall any agreement to allot such securities be made (whether for cash or otherwise) with a view to all or any of such securities being offered for sale to the public. Sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation.

PROCEEDINGS AT GENERAL MEETINGS

5. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not be a Member. Regulation 38 of Table A shall be modified accordingly.
6. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

7. The first Directors of the Company shall be the persons named in the statement delivered under section 10 of the Act.
8. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
9. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
10. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

BORROWING

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

SHARES

12. Subject to the provisions of Regulation 14, the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot, grant options over or otherwise

dispose of shares to the amount of the authorised share capital of the Company which is unissued at the date hereof to such persons, on such terms and in such manner as they think fit provided always that:-

12.1 save as provided in sub-paragraph 12.2 of this Regulation the authority given in this Regulation to the Directors shall expire five years after the date of incorporation of the Company;

12.2 the Members in General Meeting may be Ordinary Resolution:-

12.2.1 renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;

12.2.2 revoke or vary any such authority (or renewed authority); and

12.3 notwithstanding the provisions of sub-paragraphs 12.1 and 12.2 of this Regulation the Company may make an offer or enter into an agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

13. In accordance with section 91 of the Act, sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as possible to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (being not less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the offered shares to such persons, on such terms and in such manner as they think most beneficial to the Company.

14. Subject to Chapter VII of the Act, and to Regulation 17, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

15. Subject to Chapter VII of the Act, any shares may, with the approval of the Company by Ordinary Resolution, be issued on the terms that they are, whether at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company

before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds or a fresh issue of shares or otherwise.

16. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company, its holding company or any associated company.

TRANSFER OF SHARES

17. 17.1 No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 14 unless and until the rights of pre-emption hereinafter conferred shall have been complied with.
- 17.2 Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which, in the vendor's opinion, constitutes the fair price of each share specified therein, and shall empower the Company to act as the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor) at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators) to certify in writing (hereinafter called "the certificate of value") the value of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless empower the Company to act as the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.
- 17.3 If the Auditors are instructed to provide a certificate of value, the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.
- 17.4 Upon the price for the said shares being fixed (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

- 17.5 If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as possible to the number of shares in the Company of which the Members in question are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him in his application. If any of the said shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.
- 17.6 The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.
- 17.7 The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor defaults in transferring any of such shares the Company may receive the purchase price on his behalf and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon on bare trust for the vendor.
- 17.8 During the 6 months following the expiry of the period of 21 days referred to in paragraph 17.5 of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph 17.9 of this Regulation to transfer to any person (including, but subject to Regulation 14, the Company) and at any price (not being less than the price fixed under paragraph 17.2 of this Regulation) any of the said shares not allocated by the Directors as aforesaid
- 17.9 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

18. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee.

LIEN

19. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and any to all shares registered in the name of any person indebted or under any liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether payable at that date 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 (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

NAMES, ADDRESSES AND DESCRIPTIONS OR SUBSCRIBERS

DOUGLAS NIGEL MANDERS
44 Beebee Road
Wednesbury
West Midlands
WS10 9RX
Legal Assistant

Dn manders

EMMA JANE MARSDEN
130 Walsall Road
Four Oaks
Sutton Coldfield
West Midlands
B74 4RB

Emma Marsden

Solicitor

DATED: 15 NOV 1991

WITNESS to the above signatures:

JONATHAN HOEY
160 Orchard Road
Erdington
Birmingham
B24 9JF

Jonathan Hoey

Trainee Solicitor



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2665218

I hereby certify that

FORAY 335 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 22 NOVEMBER 1991

 *P. Bevan*
P. BEVAN

an authorised officer

Company No: 2665218



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

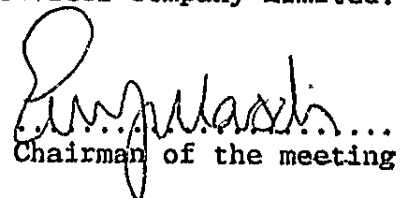
FORAY 335 LIMITED

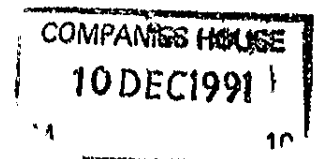
Passed 5th December 1991

AT an extraordinary general meeting of the Company, duly convened and held on 5th December 1991, the following resolution was duly passed as a special resolution:

RESOLUTION

That the name of the Company be changed to The Energy Services Company Limited.


Chairman of the meeting



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2665218

I hereby certify that

FORAY 335 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE ENERGY SERVICES COMPANY LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 17 DECEMBER 1991

F. A. Joseph.

F. A. JOSEPH

an authorised officer

Company No: 2665218

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

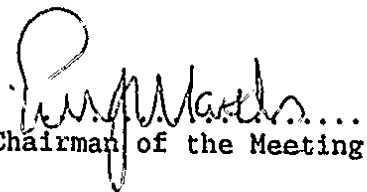
FORAY 335 LIMITED

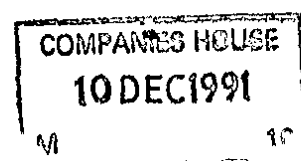
Passed 5th December 1991

AT an extraordinary general meeting of the Company, duly convened and held on 5th December 1991, the following resolutions were duly passed as special resolutions:

RESOLUTION

That with effect from the passing of this resolution the regulations contained in the document produced to this meeting and for the purposes of identification signed by the chairman thereof are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.


Chairman of the Meeting



Company No. 2665218

Emphard

ID: 2635

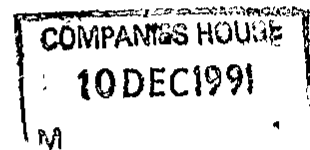
The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION
of
THE ENERGY SERVICES COMPANY LIMITED

Adopted by Special Resolution
passed 5th December 1991

Evershed Wells & Hind
10 Newhall Street
Birmingham
B3 3LX



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- of -

THE ENERGY SERVICES COMPANY LIMITED
(Adopted by Special Resolution
passed 5th December 1991)

1. Preliminary

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. Interpretation

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:-

"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution in the form which is for the time being in force.
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"the directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company and the word "director" shall unless the context otherwise requires be construed accordingly.
"executed"	includes any mode of execution.
"the holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
"office"	the registered office of the Company.
"seal"	the common seal of the Company (if any).

"secretary" the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"share" includes any interest in a share.

"the United Kingdom" Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3. Share Capital

3.1 The authorised share capital of the Company at the time of adoption of these Articles is £100 divided into 100 ordinary shares of £1.00 each.

3.2 No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act.

3.3 Regulation 4 of Table A and, 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.

4. Lien

The Company shall 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. Regulation 8 of Table A shall be modified accordingly.

5. Calls on shares and forfeiture

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 regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. Transfer of shares

The first sentence of regulation 24 of Table A shall not apply to the Company. The words "they may also" at the beginning of the second sentence of that regulation shall be replaced by the words "the directors may".

7. General meetings

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8. Notice of general meetings

8.1 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 regulation 38 of Table A shall be modified accordingly. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Act" shall be inserted after the words "if it is so agreed" in that regulation.

8.2 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, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.

8.3 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.

9. Proceedings at general meetings

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. Regulations 41 and 53 of Table A shall not apply to the Company.

10. Votes of members

10.1 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member present in person or by proxy or (being a corporate body) is present by representative shall have one vote for each share of which he is the holder.

10.2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A.

10.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

11. Number of directors

11.1 Regulation 64 of Table A shall not apply to the Company.

11.2 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.

12. Alternate directors

12.1 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 regulation 66 of Table A shall be modified accordingly. The words "at such meeting" shall be inserted after the words "perform all the functions" in the first sentence of regulation 66 of Table A.

12.2 A director, or any such other person as is mentioned in regulation 65 of 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 and the final sentence of regulation 88 shall not apply to the Company.

12.3 The words "as set out in regulation 66" shall be inserted after the words "deemed for all purposes to be a director" in regulation 69 of Table A.

13. Appointment and retirement of directors

13.1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

13.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to

time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 11.2 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.

- 13.3 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.
- 13.4 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 Article 11.2 above as the maximum number of directors for the time being in force.

14. Disqualification of directors

The office of a director shall be vacated if:-

- 14.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or
- 14.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.3 he is, or may be, suffering from mental disorder and either:
 - 14.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - 14.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 14.4 he resigns his office by notice to the Company; or
- 14.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

15. Gratuities and pensions

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

16. Proceedings of directors

16.1 Whensoever the minimum number of the directors shall be one pursuant to the provisions of Article 11.2, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.

16.2 A director may vote (subject to his compliance with the provisions of section 317 of the Act), 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 aforesaid 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 quorum present at the meeting. Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

16.3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

17. The seal

If the Company has a seal it shall be used only with the authority of the directors or of a committee of directors. The directors may determine whether any instrument to which the seal is affixed shall be signed and if it is to be signed who shall sign it. Unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A

relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

18. Notices

18.1 In regulation 112 of Table A, the words "by facsimile telecopy or" shall be inserted after the words "or by sending it" and the words "first class" shall be inserted before the words "post in a prepaid envelope".

18.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by facsimile telecopy transmission generation of a report confirming successful transmission of the notice by the transmitting fax machine shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given upon receipt of such transmission report. Regulation 115 of Table A shall not apply to the Company.

19. Winding Up

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

20. Indemnity

20.1 Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer of the Company shall be indemnified out of the assets of the Company against all losses 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 (including an alternate 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. Regulation 118 of Table A shall not apply to the Company.

20.2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director (including an alternate director), officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act and subject to the provisions of the Act against any other liability which may attach to him or loss or expenditure which he may incur in

relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor.

- 20.3 The directors may authorise directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred to in Article 20.2.

Company No: 2665218

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

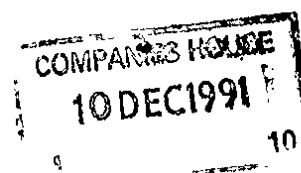
of

THE ENERGY SERVICES COMPANY LIMITED

I/WE the undersigned, being or representing members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. That, pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. That, pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
3. That, pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.
4. That, pursuant to the provisions of section 80A of the Companies Act 1985, the Company elects that the provisions of such section 80A shall apply, instead of the provisions of sections 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under such section 80.
5. That, pursuant to the provisions of sections 369(4) and 378(3) of the Companies Act 1985, the Company elects that the provisions of paragraphs (a) and (b) of both of those sections shall have effect in relation to the Company as if for the references to 95 per cent. contained therein there were substituted references to 90 per cent. or such greater percentage as may subsequently be determined by the Company in general meeting.



Name of shareholder

Signature

Date of Signature

Midlands Electricity
plc

.....

.....

Bryan S Townsend

.....

.....



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies
(Address overleaf)

Company number

2665218

Name of company

* FORAY 335 LIMITED

gives 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 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

Dr Mander

Designation‡

Secretary

Date 3/2/92

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

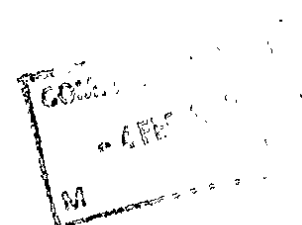
Evershed Wells & Hind
10 Newhall Street
Birmingham
B3 3LX

Tel: 021 233 4450

Ref: GMF/ 3L/36

For official use
D.E.B.

Post room



The Companies Act 1985
Company Limited by Shares

ELECTIVE Resolution

Company Number

2665218

The Energy Services Company Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Mucklow Hill, HALESOWEN, West Midlands, B62 8BP

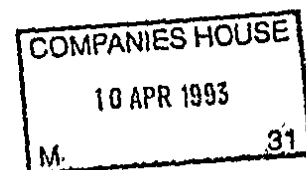
on 25 February 1993

the following ELECTIVE RESOLUTION was duly passed, viz:-

THAT the company hereby elects pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meetings.

THAT the company hereby elects pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings.

THAT the company hereby elects pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.



Signed

Position

[Signature]
DIRECTOR

NOTE To be filed within 15 days of the passing of the ordinary resolution

**The Companies Act 1985
Company Limited by Shares**

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2665218

The Energy Services Company Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Mucklow Hill, HALESOWEN, West Midlands, B62 8BP

on 25 February 1993

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the company, having been dormant since its formation and no accounts being laid before it in a general meeting, resolves to make itself exempt from the obligation to appoint auditors annually.



Signed

Position DIRECTOR

NOTE To be filed within 15 days of the passing of the special resolution