

G

COMPANIES FORM No. 12

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

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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

--	--	--	--

--

Name of company

*** SHIELD PEST CONTROL (UK) LIMITED*** insert full
name of Company

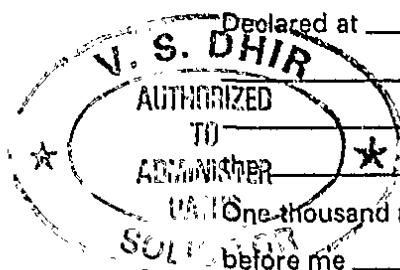
I, Balvinder Choudhary on behalf of Apex Nominees Ltd.
of 46a Syon Lane
Osterley
Middlesex

† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor 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 60, The Drive
Isleworth
Middx.
* 23rd day of February
One thousand nine hundred and Ninety three
before me V. S. Dhir

Declarant to sign below

B. Choudhary

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

DHIR & COMPANY,
SOLICITORS
60, THE DRIVE,
ISLEWORTH
MIDDLESEX, TW7 4AD
Telephone: 081-560-7428

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

APEX COMPANY SERVICES LTD.
46A SYON LANE, OSTERLEY
MIDDLESEX TW7 5NQ
Tel: 081-568 6785
Fax: 081-569 8886

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 location
of registered office**

This form should be completed in black.

Company name (in full)

☐ CN 2795130

For official use

SHIELD PEST CONTROL (UK) LIMITED

Registered office of the company on
incorporation.

☐ RO 46A SYON LANE

Post town OSTERLEY

County/Region MIDDLESEX

Postcode TW7 5NQ

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.

☒ X

Name APEX COMPANY SERVICES LTD

☐ RA 46A SYON LANE

Post town OSTERLEY

County/Region MIDDLESEX

Postcode TW7 5NQ

Number of continuation sheets attached

☐

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

APEX COMPANY SERVICES LTD

46A SYON LANE, OSTERLEY

MIDDLESEX

Postcode TW7 5NQ

Telephone 081 568 6785

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		
APEX COMPANY SERVICES LIMITED		
NONE		
NONE		
AD	46A SYON LANE	
OSTERLEY		
MIDDLESEX		
TW7 5NQ		
ENGLAND		
I consent to act as secretary of the company named on page 1		
Signed		Date 10/2/93

Directors (See notes 1 - 5)

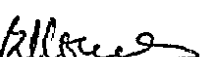
Please list directors in alphabetical order.

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

CD		
APEX NOMINEES LIMITED		
NONE		
NONE		
AD	46A SYON LANE	
OSTERLEY		
MIDDLESEX		
TW7 5NQ		
ENGLAND		
DO	N/A	Nationality NA ENGLISH REGISTERED
OC	LIMITED COMPANY	
OD	NONE	
I consent to act as director of the company named on page 1		
Signed		Date 10/2/93

* Voluntary details

Directors (continued)

(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

CD		
AD		
Post town		
County/Region		
Postcode		Country
DO		Nationality NA
OC		
OD		
I consent to act as director of the company named on page 1		
Signed		Date

Delete if the form
is signed by the
subscribers.

	
Signature of agent on behalf of all subscribers	Date 10/2/93

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.

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

2795130

The Companies Act, 1985

COMPANY LIMITED BY SHARES

Memorandum of Association of

SHIELD PEST CONTROL (UK) LIMITED



1. The name of the Company is:- SHIELD PEST CONTROL
(UK) LIMITED
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established are:-
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
 - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
 - (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
 - (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customs and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company. for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.


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

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

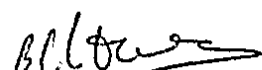
WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESS AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
subscriber


APEX NOMINEES LIMITED
46A Syon Lane
Osterley
Middlesex TW7 5NQ

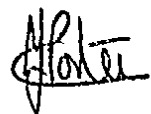
ONE


APEX COMPANY SERVICES LIMITED
46A Syon Lane
Osterley
Middlesex TW7 5NQ

ONE

Dated this 10 day of February 1993

WITNESS to the above signature-


YVONNE PORTER
46A Syon Lane
Osterley
Middlesex TW7 5NQ

The Companies Act, 1985

COMPANY LIMITED BY SHARES

Articles of Association of
SHIELD PEST CONTROL (UK) LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.

DIRECTORS

7. No person shall be appointed a Director at any general meeting unless:-
 - (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.
8. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
9. 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 fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so reappointed he shall vacate office at the conclusion thereof.
10. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.
13. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained to age of seventy years or any other age.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, 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.

SECRETARY

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

DIRECTORS

16. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.
17. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all powers, discretions and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.


SECRETARY

18. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS



APEX NOMINEES LIMITED
46A Syon Lane
Osterley
Middlesex TW7 5NQ



APEX COMPANY SERVICES LIMITED
46A Syon Lane
Osterley
Middlesex TW7 5NQ

Dated this 10 day of February 1993

WITNESS to the above signatures-



YVONNE PORTER
46A Syon Lane
Osterley
Middlesex TW7 5NQ

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2795130

I hereby certify that

SHIELD PEST CONTROL (UK) 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 2 MARCH 1993

M. Rose
M. ROSE

an authorised officer