

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

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* KITCHEN CONSULTANTS LIMITED

* insert full
name of Company

I, Barry Charles Warmisham, signing on behalf of

of Key Legal Services (Nominees) Limited
76 Whitchurch Road, Cardiff, CF4 3LX

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor empowered 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 76 Whitchurch Road
in the City of Cardiff

Declarant to sign below

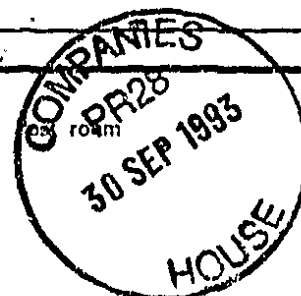
the twenty ninth day of September
One thousand nine hundred and ninety three
before me [Signature]

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

PAUL DAVID MAHONEY
A SOLICITOR EMPOWERED
TO ADMINISTER OATHS.

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

For official Use
New Companies Section





COMPANIES HOUSE

10

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

This form should be completed in black.

CN

For official use

Company name (in full)

KITCHEN CONSULTANTS LIMITED

Registered office of the company on
incorporation.

RO

120 EAST ROAD

Post town CAMBRIDGE

County/Region CAMBS

Postcode CB1 1DB

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

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

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

KEY LEGAL SERVICES LIMITED

76 Whitchurch Road

Cardiff

Postcode CF4 3LX

Telephone 0222 666999

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		
KEY LEGAL SERVICES (SECRETARIAL) LIMITED		
AD	76 Whitchurch Road	
Post town	Cardiff	
County/Region	South Glamorgan	
Postcode	CF4 3LX	Country Wales
I consent to act as secretary of the company named on page 1		
(Authorised Signatory)		
Signed		Date 27 SEPTEMBER 1992

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		
KEY LEGAL SERVICES (NOMINEES) LIMITED		
AD	76 Whitchurch Road	
Post town	Cardiff	
County/Region	South Glamorgan	
Postcode	CF4 3LX	Country Wales
DO		Nationality NA UK Registered
OC	Company Registration Agent	
OD	None	
I consent to act as director of the company named on page 1		
(Authorised Signatory)		
Signed		Date 27 SEPTEMBER 1992

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

NOT APPLICABLE

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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.

Authorised signatory Key Legal Services (Nominees) Limited

Signed

Date 27 SEPTEMBER 1993

Authorised signatory Key Legal Services (Secretarial) Limited

Signed

Date 27 SEPTEMBER 1993

Signed

Date

Signed

Date

Signed

Date

Signed

Date

20/

2860223



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

KITCHEN CONSULTANTS LIMITED

1. The Company's name is Kitchen Consultants Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The objects for which the Company is established are

(A) To carry on business as consultants and advisers into all aspects of kitchen design and as interior designers of residential and commercial properties of all kinds; to offer an installation service and accordingly to carry on business as builders, contractors, glaziers, joiners, plasterers, plumbers, carpenters, shopfitters, electrical, heating, sanitary and general engineers; to trade and otherwise deal in accessories and things of all kinds required for the undertaking of the foregoing businesses or as may be required by customers of the Company; to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the foregoing businesses, which is calculated directly or indirectly to benefit the Company or to enhance the value or render profitable any of the Company's assets, properties or rights.

557878

(B) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company.

(C) To register, apply for, purchase, or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, designs, trade marks, secret processes, licences, inventions and concessions and to use and turn to account the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(D) 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, mortgages or in any other way.

(E) To purchase, or by any other means acquire, freehold, leasehold, or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property and to sell, lease, let or hire, develop such property, or otherwise turn the same to the advantage of the Company.

(F) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(G) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, consultants, accountants, solicitors, experts or agents.

(H) To purchase or otherwise acquire, take over and undertake all or part of the business, property, liabilities and transactions of any person or company carrying on any business, the carrying on of which is calculated to benefit the Company or to advance its interests.

(I) To enter into arrangements for joint working in business or amalgamate with or enter into any arrangement or partnership for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

(J) To lend money with or without security and to invest money of the Company upon such terms as the Company may approve and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested and generally as the Directors think fit.

(K) To invest with and deal with the money 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.

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

(M) To pay or remunerate any person, firm or company for rendering services to the Company.

(N) To remunerate the Directors of the Company in any manner that the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.

(O) To subscribe to or otherwise aid the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not.

(P) 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.

(Q) To distribute among the Members in specie any property of the Company or any proceeds of sale of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(S) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(T) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise.

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

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

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 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.

Names and addresses of Subscribers

Number of shares taken by each
Subscriber


1. Key Legal Services (Nominees) Limited
by Barry Charles Warmisham
a duly authorised officer
76 Whitchurch Road
Cardiff CF4 3LX.

One



2. Key Legal Services (Secretarial) Limited
by Barry Charles Warmisham
a duly authorised officer
76 Whitchurch Road
Cardiff CF4 3LX.

One



Dated the 27th September 1993



Witness to the above signatures:- Peter Neal Walford
76 Whitchurch Road
Cardiff CF4 3LX.

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

KITCHEN CONSULTANTS LIMITED

1. PRELIMINARY

a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, hereinafter referred to as Table A, shall apply to the Company subject as hereinafter provided.

b) In these Articles "The Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

2. PRIVATE COMPANY

a) The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public.

3. SHARES

a) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act.

b) All unissued shares of the Company, whether forming part of the original or any increased capital, shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit, subject to Article 3c) below.

c) Subject to any direction to the contrary that may be given by the Company in general meeting, all shares to be allotted shall be offered to the Members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the Member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined and after the expiry of such time or upon receipt of an intimation from the Member to whom notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company.

4. MEETINGS

a) In accordance with Section 372(3) of the Act, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.

b) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.

c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

5. VOTES OF MEMBERS

a) 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 present in person shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder.

6. DIRECTORS

a) 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. Accordingly Clause 64 in Table A shall not apply to the Company. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

b) No person other than a Director retiring by rotation shall be elected a Director at any General Meeting unless:

i) he is recommended by the Directors; or

ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

c) 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 the age of seventy years or any other age.

d) The office of a Director shall be vacated:-

i) in any of the circumstances specified in Article 81 of Table A, with any resignation of office being by notice in writing; or

ii) if he is removed from office by a resolution duly passed under Section 303 of the Act.

7. POWERS OF DIRECTORS

a) In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the 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.

8. PROCEEDINGS OF DIRECTORS

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 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.

9. SECRETARY

a) Subject to the provisions of the Act, 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.

10. THE SEAL

a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

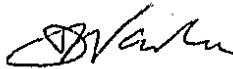
b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

11. INDEMNITY

a) In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

Names and Addresses of Subscribers

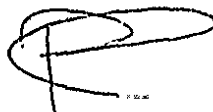
1. Key Legal Services (Nominees) Limited
by Barry Charles Warmisham
a duly authorised officer
76 Whitchurch Road
Cardiff CF4 3LX.



2. Key Legal Services (Secretarial) Limited
by Barry Charles Warmisham
a duly authorised officer
76 Whitchurch Road
Cardiff CF4 3LX.



Dated the 27th September 1993



Witness to the above signatures:- Peter Neal Walford
76 Whitchurch Road
Cardiff CF4 3LX.

FILE COPY



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

No. 2860223

I hereby certify that

KITCHEN CONSULTANTS 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 7 OCTOBER 1993

A handwritten signature in dark ink, appearing to be 'M. Jones', written over a faint, illegible stamp.

an authorised officer

G

COMPANIES FORM No. 224

224**Notice of accounting reference date
(to be delivered within 9 months of
incorporation)**Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

286 0223

Name of company

* KITCHEN CONSULTANTS LIMITED

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

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

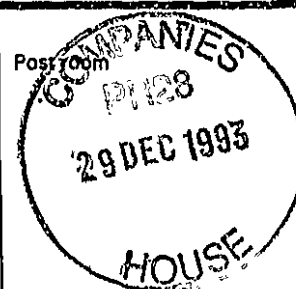
M. Lanning

Designation†

DIRECTOR

Date 17 DECEMBER
1993Presentor's name address
telephone number and reference (if any):JUDD & Co.
Chartered Accountants
Cam House
Carlisle Road
Cambridge CB4 3DNFor official use
D.E.B.

Post room



Notes

If the address of the establishment is in England and Wales or Wales this form must be sent to:-

**The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ**

or, if the address of the establishment is in Scotland to:—

**The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ**