

FILE COPY



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

Company No. 3083661

The Registrar of Companies for England and Wales hereby certifies that
CARLINGTON CONSULTING LIMITED

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

Given at Companies House, Cardiff, the 25th July 1995



N03083661E

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B

G

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

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

*

CARLINGTON CONSULTING LIMITED

* insert full
name of Company

I, RICHARD O'DRISCOLL
of 44 UPPER BELGRAVE ROAD CLIFTON BRISTOL BS8 2XN
AS AUTHORISED SIGNATORY OF BLACKFRANK COMPANY SERVICES
LIMITED

† 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 119 - 121 HIGH STREET
WORLE

Declarant to sign below

the 17 day of JULY
One thousand nine hundred and NINETY FIVE
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.

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

For official Use

New Companies Section

Post room



COMPANIES HOUSE

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

For official use ☐

CARLINGTON CONSULTING LIMITED

Registered office of the company on
incorporation.

RO

44 Upper Belgrave Road

Clifton

Post town Bristol

County/Region Avon

Postcode BS8 2XN

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 Blackfriar Company Services Limited

RA

44 Upper Belgrave Road

Clifton

Post town Bristol

County/Region Avon

Postcode BS8 2XN

Number of continuation sheets attached

☐

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

Blackfriar Company Services Limited

As Above

Telephone 0272 238445

Postcode

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

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

CS Blackfriar Secretaries Limited**AD**

44 Upper Belgrave Road

Clifton

Post town Bristol

County/Region Avon

Postcode BS8 2XN

Country England

I consent to act as secretary of the company named on page 1

Signed

Date

17/7/95

CD

Blackfriars Directors Limited

AD

44 Upper Belgrave Road

Clifton

Post town Bristol

County/Region Avon

Postcode BS8 2XN

Country England

DO

Nationality NA

OC

Company Formation Agents

OD

I consent to act as director of the company named on page 1

Signed

Date

17/7/95

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

DONationality **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.

BLACKFRIAR COMPANY SERVICES LIMITED

Signature of agent on behalf of all subscribers

Date

1.7/2/95

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



COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
CARLINGTON CONSULTING LIMITED

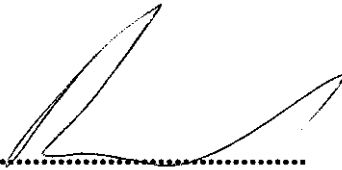
1. The name of the Company is CARLINGTON CONSULTING LIMITED
2. The registered office of the Company will be situated in England & Wales
3. The objects for which the Company is established are:
 - 3.1 to carry on the business of a General Commercial Company
 - 3.2 to design, manufacture and deal in any materials, articles or components, and to provide any services which may be required for the purposes of a business of the above description, or which may be conveniently or advantageously made or supplied in connection with it;
 - 3.3 to promote, and to acquire all or any of the share or loan capital of, any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative, financial and other services and facilities for any company in which the Company is interested, or for any other persons; and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit, including the share or loan capital or other obligation as may be thought fit, including the share or loan capital or other obligations of any body corporate;
 - 3.4 to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, and in any part of the world;
 - 3.5 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to the exercise of any power (whether express or implied) possessed by the Company.
4. The liability of the Members is limited
5. The Share capital of the Company is £100 divided into 100 shares of £1 each

276466

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 specified opposite our respective names.

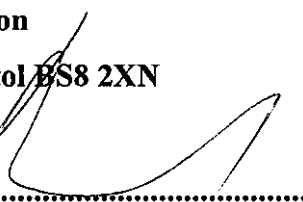
Name and Address of Subscribers

**Number of Shares taken
by each Subscriber**


.....

1

Richard O'Driscoll
(Authorised Signatory)
Blackfriar Directors Limited
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN


.....

1

Richard O'Driscoll
(Authorised Signatory)
Blackfriar Secretaries Limited
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN

Total Shares taken

2

Dated 17/07/95

Witness to the above signatures


.....

John Davis
11 Howard Road
Bristol BS3

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
CARLINGTON CONSULTING LIMITED

1. Preliminary

- 1.1** The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.
- 1.2** Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

2 Share Capital

- 2.1** The share Capital of the Company is £ 100 divided into 100 Ordinary Shares of £1 each.
- 2.2** In Regulation 2 of table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3. Lien and Forfeiture

- 3.1** The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
- 3.2** In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

- 5.1** In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"
- 5.2** In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

- 6.1** In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"
- 6.2** In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".

7. Number of Directors

The number of Directors shall not be less than one.

8. Appointment and Retirement of Directors

Regulations 73 to 83 of Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Disqualified Directors

In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office"

11. Dividends

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"

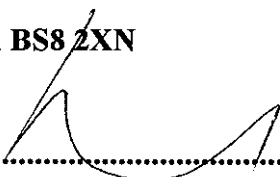
12. Notices

In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted"

Name and Address of Subscribers


.....

Richard O'Driscoll
(Authorised Signatory)
Blackfriar Directors Limited
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN


.....

Richard O'Driscoll
(Authorised Signatory)
Blackfriar Secretaries Limited
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN

Dated 17/07/95

Witness to the above signatures


.....

John Davis
11 Howard Road
Bristol BS3