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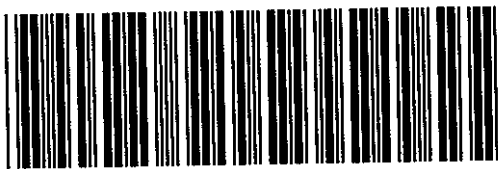
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3790109

The Registrar of Companies for England and Wales hereby certifies that
COUNTY FIRE PROTECTION 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 10th June 1999



N03790109G

A. Munkley

For The Registrar Of Companies



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



Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

COUNTY FIRE PROTECTION LIMITED



F012001J

I,

JAMES ROBERT BEATON

of

72 KING STREET, MAIDSTONE, KENT ME14 1BL

† Please 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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

James Beaton

Declared at

CLARENDON PLACE, KING STREET,
MAIDSTONE KENT

the

NINTH

day of

JUNE

One thousand nine hundred and ninety

NINE

① Please print name.

before me ①

NICHOLAS JOHN STEELE

Signed

[Signature]

Date

9th June 1999

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

WHITEHEAD MONCKTON

Tel 01622 698047

DX number 4807

DX exchange MAIDSTONE 1



A07 *AHOXTH20* 177
COMPANIES HOUSE 10/06/99

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full



F010001H

COUNTY FIRE PROTECTION LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

19 GRAVENEY ROAD

MAIDSTONE

Post town

County / Region

KENT

Postcode

ME15 8QH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

WHITEHEAD MONCKTON

Address

72 KING STREET

MAIDSTONE

Post town

County / Region

KENT

Postcode

ME14 1BL

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

WHITEHEAD MONCKTON

Tel 01622 698047

DX number 4807 DX exchange MAIDSTONE 1



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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

SAIL ELLZABETH

Surname

BATTY

Previous forename(s)

AS ABOVE

Previous surname(s)

BELLIS

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

TONBRIDGE

County / Region

KENT

Postcode

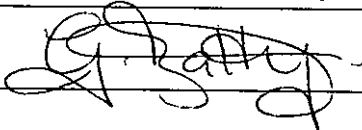
TN12 0RJ

Country

ENGLAND

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

Consent signature



Date

9/6/99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

STEPHEN ANTHONY

Surname

DUNK

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

MAIDSTONE

County / Region

KENT

Postcode

ME15 8QH

Country

ENGLAND

Day Month Year

Date of birth

02

06

46

Nationality

BRITISH

Business occupation

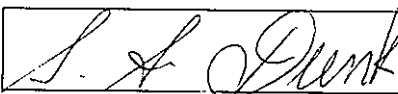
ENGINEER

Other directorships

NONE

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

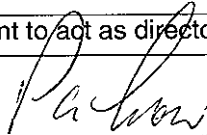
Consent signature

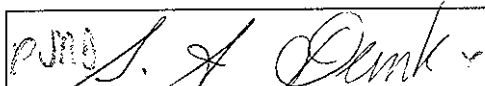


Date

9.6.99

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	PHILIP GEORGE		
	Surname	CROW		
	Previous forename(s)			
	Previous surname(s)			
Address	23 SARACEN FIELDS			
Usual residential address	WALDESLADE WOODS			
For a corporation, give the registered or principal office address.	Post town	CHATHAM		
	County / Region	KENT	Postcode	ME5 9DG
	Country	ENGLAND		
	Date of birth	Day 24	Month 10	Year 49
	Nationality	BRITISH		
	Business occupation	SERVICE ENGINEER		
	Other directorships	NONE		
	I consent to act as director of the company named on page 1			
Consent signature			Date	9/6/99

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

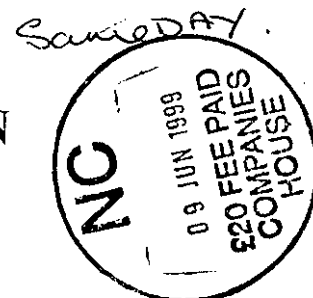
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

007082

3790109

COMPANIES ACT 1985

Company Limited by Shares



MEMORANDUM OF ASSOCIATION OF COUNTY FIRE PROTECTION LIMITED

1. The name of the Company is COUNTY FIRE PROTECTION 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 business as a general commercial company;
 - 3.2 to carry on any other business or activity which may seem capable of being conveniently carried on in connection with any activity of the company or calculated to enhance the value of any of the company's property or rights;
 - 3.3 to pay all costs, charges and expenses incurred in connection with the promotion and establishment of the company, including the cost of advertising, brokerage, printing and stationery;
 - 3.4 to purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business;
 - 3.5 to purchase, take on lease or otherwise acquire for the purposes of the company any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the company;
 - 3.6 to apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, and to use or grant licences to use the same;
 - 3.7 to manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description;
 - 3.8 to let on lease or on hire the whole or any part of the real and personal property of the company on such terms as the company may determine;

- 3.9 to issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue;
- 3.10 to draw, accept and make, and to indorse, discount and negotiate bills of exchange and promissory notes and other negotiable instruments;
- 3.11 to receive money on deposit at interest or otherwise;
- 3.12 to invest any money of the company in such investments and other property as may from time to time be thought fit, and to hold, sell or otherwise dispose of any such investment;
- 3.13 to borrow or raise money in any manner, and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, by the issue of debentures or grant of charges, secured on all or any of the company's property (both present and future), including its uncalled capital; and to purchase, redeem or pay off any such securities;
- 3.14 to lend or procure the advance of money with or without security;
- 3.15 to acquire by subscription, purchase or otherwise, and to hold and sell, shares or stock in any company, society or undertaking;
- 3.16 to establish agencies and local boards anywhere in the world, and to regulate and discontinue the same;
- 3.17 to provide for the welfare of persons in or formerly in the employment of the company or its predecessors in business, and the dependants of such persons, by grants of money, the establishment of pension schemes and benevolent funds or otherwise;
- 3.18 to subscribe to or otherwise aid charitable, benevolent, scientific, national or other institutions or objects, which shall have any claims to support or aid from the company by reason of the nature or locality of its operations or otherwise;
- 3.19 to sponsor or subsidise any cultural or sporting event, performance or exhibition;
- 3.20 to enter into and carry into effect any arrangement for joint working or profit-sharing, or for amalgamation, with any other company, or any partnership or person, carrying on business within or calculated to promote the objects of this company;
- 3.21 to establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company;

- 3.22 to acquire controlling or other interests in any companies, and to subsidise any company in which this company may be interested;
 - 3.23 to sell, dispose of, or transfer the business, property and undertaking of the company, or any part thereof, for any consideration;
 - 3.24 to accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
 - 3.25 to do all or any of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
 - 3.26 generally to do all such other things as may appear to the company to be incidental to conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The share capital of the company is £1,000.00 divided into 1,000 shares of £1.00 each.

WE, the subscribers of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares in the capital of the Company shown opposite our respective names

Names and addresses of Subscribers	Number of Shares taken by each Subscriber
------------------------------------	---

STEPHEN ANTHONY DUNK
19 Graveney Road
Maidstone
Kent
ME15 8QH



1

PHILIP GEORGE CROW
23 Saracen Fields
Walderslade Woods
Chatham
Kent
ME5 9DG



1

DATED the

9

day of

June

1999

WITNESS to all the above Signatures:-

James Beath JAMES BEATH
72 KING STREET
MAIDSTONE KENT ME14 1BL
SOLICITOR

COMPANIES ACT 1985

Company Limited by Shares

**ARTICLES OF ASSOCIATION
OF
COUNTY FIRE PROTECTION LIMITED**

1. Preliminary

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables 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 original share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each
- 2.2 The shares of the Company for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who may at their discretion for a period of five years from the date of the incorporation of the Company and afterwards with the previous sanction of an ordinary resolution, allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper but so that the nominal amount of the issued equity share capital shall not exceed £1,000 without such sanction
- 2.3 The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the

Company

3. Lien

- 3.1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to 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

4. Transfer of shares

The directors may, in their absolute discretion and without assigning any reason, refuse to register the transfer of any share whether or not it is a fully paid share

5. Proceedings at general meetings

- 5.1 The quorum for a general meeting shall be 2 persons, each of whom shall be either a member entitled to vote on all the business for which the meeting was convened, or a proxy for a member so entitled, or the duly authorised representative of a corporate member so entitled
- 5.2 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and time as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum
- 5.3 Where it is desired to permit members to instruct a proxy how he is to vote, the instrument appointing the proxy shall be in any form approved by the directors which enables the appointor to determine how his votes are to be cast on each of the resolutions comprised in the business of the meeting for which it is to be used
- 5.4 A poll may be demanded at any general meeting by any member entitled to vote at it.

Regulation 46 shall be modified accordingly. On a show of hands or on a poll votes may be given either personally or by proxy

6. Number of directors

Until otherwise determined by ordinary resolution, the number of directors shall not be less than one or more than ten and the following shall be the first directors: Stephen Anthony Dunk and Philip George Crow

7. Alternate Directors

7.1 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him

7.2 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he himself is a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two

8. Appointment and retirement of directors

8.1 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company

8.2 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director

8.3 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The

appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company

8.4 There is no age limit for directors of the Company

8.5 A director is not required to hold any qualification shares in the Company

9. Disqualification of directors

9.1 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):-

(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

(e) he is otherwise duly removed from office

9.2 Regulations 73 to 78 inclusive of Table A shall not apply to the Company, and in the second sentence of regulation 79 the words following "annual general meeting" shall be omitted

10. Proceedings of directors

10.1 It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom unless he has given to the Company an address outside the United Kingdom to which notices should be sent

10.2 If and so long as the minimum number of directors specified under these Articles is

one:—

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 and 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect

10.3 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other.

Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

10.4 Subject to disclosure in accordance with Section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company

11. Borrowing

The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities, whether as primary or collateral security for any debt, liability or obligation of the Company or any third party, and to issue notes, bonds and other obligations of the Company, either for cash or as consideration for the acquisition of assets other than cash

12. Managing and executive directors

12.1 The directors may from time to time appoint one or more of their number to any executive office including that of managing director, joint or assistant managing

director, finance director or sales director, for such period on such terms and at such remuneration as they think fit and, subject to the terms of any agreement made between the director and the Company, may revoke such appointment. A director so appointed shall not, while holding office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors; but (subject to any right to treat such determination as a breach of contract) his appointment shall be subject to determination if he ceases for any cause to be a director of the Company

12.2 The directors may confer on a director so appointed to an executive office any of the powers exercisable by them as directors on such terms and conditions and with such restrictions as they think fit, and either concurrently with or to the exclusion of their own powers, and may from time to time revoke or vary all or any of such powers

13. Reserves

The directors may set aside out of the profits of the Company (whether realised or unrealised) and carry to any reserves such amounts as they think expedient and the sums represented by such amounts may be either employed in the business of the Company or deposited with any financial institution or invested in such investments or other assets as the directors may from time to time determine

14. Notices

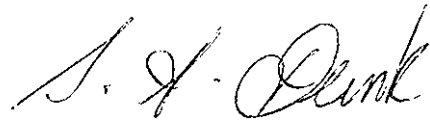
Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly

15. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; of (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company

NAMES AND ADDRESSES OF SUBSCRIBERS

STEPHEN ANTHONY DUNK
19 Graveney Road
Maidstone
Kent
ME15 8QH



PHILIP GEORGE CROW
23 Saracen Fields
Walderslade Woods
Chatham
Kent
ME5 9DG



DATED this

9

day of

June

1999

WITNESS to the above signatures:

James Beaton JAMES BEATON
72 KING STREET
MAIDSTONE KENT ME14 13L
SOLICITOR.