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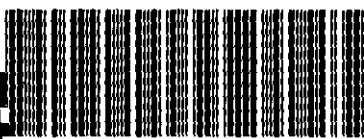
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5687735

The Registrar of Companies for England and Wales hereby certifies that  
ADGAS 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 January 2006



N05687735S\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



**Companies House**  
for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

### Declaration on application for registration

Company Name in full

ADGAS LIMITED

I, ARON JOHN DEBANA

of 20 ARQUE STREET, SWINDON

† 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

*[Signature]*

Declared at

JOHN LATHAM & CO  
EDITH STEVENS HOUSE  
77/78 BRIDGE STREET  
SWINDON, WILTS  
SN1 1ST

Day Month Year

On 17 01 2006

① Please print name.

before me ①

JOHN LATHAM

Signed

John Latham

Date

17/01/2006

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.



A53  
COMPANIES HOUSE

427  
20/01/2006

Form revised 10/03

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

Companies House, Crown Way, Cardiff, CF14 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  
or LP - 4 Edinburgh 2



Companies House  
for the record

10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

ADGAS LIMITED

**Proposed Registered Office**

20 ARGYLE STREET

(PO Box numbers only, are not acceptable)

Post town

SWINDON

County / Region

WILTSHIRE

Postcode

SN2 8AR

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
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that you give will be visible to  
searchers of the public record.

Tel

DX number

DX exchange



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or  
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for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

# Company Secretary (see notes 1-5)

Company name		ADGAS LIMITED	
NAME	*Style / Title	MISS	*Honours etc N/A
Forename(s)		TRUDY HELEN	
Surname		HAMBIDGE	
Previous forename(s)		N/A	
Previous surname(s)		N/A	
Address <sup>††</sup>		20 ARGYLE STREET	
Post town		SWINDON	
County / Region		WILTSHIRE	Postcode SN2 8AR
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		Date 17/01/2006	

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc N/A
Forename(s)		ARRON JOHN	
Surname		DeBANK	
Previous forename(s)		N/A	
Previous surname(s)		N/A	
Address <sup>††</sup>		20 ARGYLE STREET	
Post town		SWINDON	
County / Region		WILTSHIRE	Postcode SN2 8AR
Country		ENGLAND	
Date of birth		Day 3   Month 1   Year 05   1973	Nationality BRITISH
Business occupation		ENGINEER	
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature		Date 17/01/2006	

*Please list directors in alphabetical order*

\*Honours etc

\* Voluntary details

Forename(s)

**Surname**

Previous forename(s)

Previous surname(s)

**Address** ††

**ff** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

## Post town

County / Region

Postcode

Country

Date of birth

Day    Month    Year

### Nationality

### Business occupation

## Other directorships

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

**Consent signature**

Date \_\_\_\_\_

**This section must be signed by either an agent on behalf of all subscribers 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**

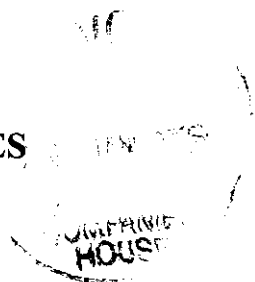
Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

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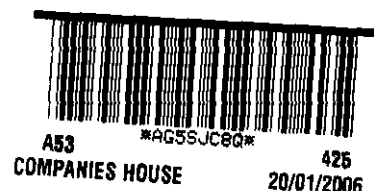
**THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION OF**



**ADGAS LIMITED**

0193

1. The name of the company is:- **ADGAS LIMITED**
2. The registered office shall be in England and Wales
3. The objects of the company, are wheresoever in the world:
  - (1) To carry on trade, business or profession whatsoever.
  - (11) Without prejudice to the generality of the objects and the powers of the Company derived from clause 3 (1) above, the further objects of the company are as follows, each clause being constructed independently of any other:
    - (a) To acquire, hold and dispose of any property, investments assets or obligations of whatsoever nature including: any interests in mortgages, charges, loans and debts; any interests in land; any interests in contracts of insurance; any interests in licensing agreements; any interests whatsoever in any other company, firm or business whether having similar objects or not.
    - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, ant patents, patent rights, brevets d'invention, licences, secret processes, trade marks, registered designs, copyrights, protections and concessions and to disclaim, alter, modify, use and turn to account ant to manufacture under licence or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
    - (c) To invest and deal with the moneys 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.
    - (d) To act as agents, promoters or brokers and as trustees for any person, firm or Company, for any purpose whatsoever, and to offer and perform sub – contracts.
    - (e) To offer and perform the services of manufactures, producers, repairers, wholesalers, retailers, distributors, designers, importers, exporters, consultants, agents and suppliers of any product or service whatsoever, and in all cases to, or in conjunction or in partnership with, any person or Company.



(f) To offer, advise upon, and engage in any kind of commercial services whatsoever including, but in no way limited to: property finance and management services; purchasing, developing, managing and selling any interests in property ( whether personally, chattels real or realty, and whether freehold, leasehold or otherwise ); lending, hiring, borrowing anything ( including money ) whether with or without granting or taking of security, and in all cases to, or in conjunction or in partnership with, any person or Company.

(g) To offer, advise upon and engage in any kind of training, technical support, consultancy, design, research, publishing, printing, advertising, marketing, management, evaluation, investigation and experimental activities whatsoever whether for the Company, the Company's clients or any other person.

(h) To provide payment to or for any person or purpose, whether connected with the Company or not, if such payment is deemed by the board of directors to be desirable. Inadequate consideration or value given to the Company be no bar to such payments, and gifts ( whether charitable or not ) shall be within this clause.

(i) To purchase, offer and perform services, and buy and sell interests in goods, form subsidiary companies, become a subsidiary company, and do all other things incidental, conducive or beneficial to offering the services and products of the Company or promoting or managing its interests generally.

4. The liability of the Members is limited.

5. The Company's share capital is **£1000** divided into **1000 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,

<u>NAMES AND ADDRESS OF SUBSCRIBERS.</u>	<u>SHARES TAKEN.</u>
--	----------------------

Mr Arron John DeBank 20 Argyle Street Swindon Wilts, SN2 8AR	
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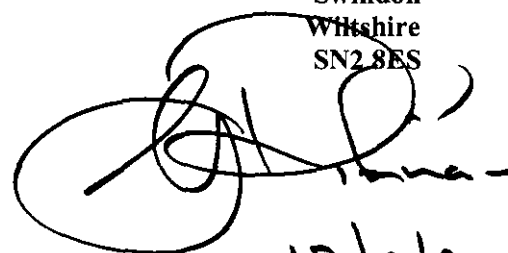
  
17/01/2006

1

Dated this 17<sup>th</sup> Day of January 2006

Settled and Witnessed by:-

Mr G Richman  
27 Ganton Way  
Techno Business Park  
Swindon  
Wiltshire  
SN2 8ES

  
17/01/2006

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

**ADGAS LIMITED**

**Preliminary**

1. The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 ( SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded hereby and such Regulations ( save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

**THE SEAL**

2. 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.
3. The Company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

**PROCEEDINGS AT GENERAL MEETINGS**


4. The quorum for transacting business at general meetings shall be one member.
5. Whether on a poll or a show of hands, votes may be given either personally or by proxy.
6. An instrument appointing a proxy shall be in writing and signed by the appointer but need not be in any particular form. It shall be delivered to the Company Secretary not less than twenty four hours before the time for holding the meeting.



## PROCEEDINGS OF DIRECTORS

7. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number shall be one.
8. The directors shall decide how many shall constitute a quorum, but whole ever their number is reduced to one director then director shall constitute a quorum for all purposes.
9. The directors may not allot any share, except those subscribed for on incorporation, unless the allotment has been approved by ordinary resolution of the Company.
10. The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company. The directors may appoint additional directors, as may the Company by ordinary resolution.
11. 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 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.
12. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

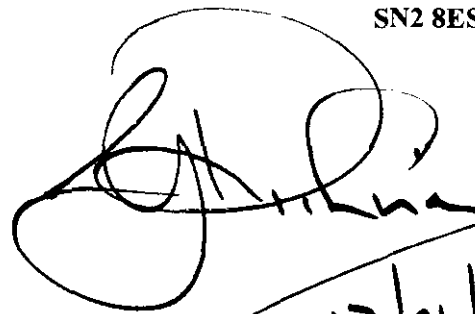
Mr Arron John DeBank  
20 Argyle Street  
Swindon  
Wilts,  
SN2 8AR



17/01/2006

Dated this 17<sup>TH</sup> Day of January 2006

Settled and Witnessed by :-  
Mr G. Richman  
27 Ganton Way  
Techno Business Park  
Swindon  
Wiltshire  
SN2 8ES



17/01/2006