



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

Company No. 5979038

The Registrar of Companies for England and Wales hereby certifies that
PRIMROSE CONTRACTS LTD

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 26th October 2006



N05979038S



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

Primrose

CONTRACTS LTD

I, CXC Directors Ltd

of 269 Farnborough Road, Farnborough, Hants. GU14 7LX

† 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

FOR & ON BEHALF OF CXC DIRECTORS LTD

Declared at

41 Victoria

Road, Farnborough, Hants.

Day Month Year

On

1 1 10 20 06

① Please print name.

before me ①

Keren Vinall

Signed

Date

11.10.06

† 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.

AOK Service Centre Ltd

269 Farnborough Road, Farnborough, Hants. GU14 7LX

Tel

DX number

DX exchange



A22
COMPANIES HOUSE

15
20/10/2006

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

Primrose

CONTRACTS LTD

Proposed Registered Office

269 Farnborough Road

(PO Box numbers only, are not acceptable)

Post town

Farnborough

County / Region

Hants

Postcode GU14 7LX

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
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.

AOK SERVICE CENTRE LTD

269 FARNBOROUGH ROAD, FARNBOROUGH, HANTS

GU14 7LX

Tel

DX number

DX exchange



A22
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DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

Primrose

CONTRACTS LTD

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

CXC Secretaries Ltd

Surname

Previous forename(s)

Previous surname(s)

Address **

269 Farnborough Road

Post town

Farnborough

County / Region

Hants

Postcode

GU14 7LX

Country

England

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

Consent signature

Date

11.10.06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

CXC Directors Ltd

Surname

Previous forename(s)

Previous surname(s)

Address **

269 Farnborough Road

Post town

Farnborough

County / Region

Hants

Postcode

GU14 7LX

Country

England

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

CXC Secretaries Ltd

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

Consent signature

Date

11.10.06

FOR & ON BEHALF OF CXC DIRECTORS LTD

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address **

** 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

FOR & ON BEHALF OF CXC DIRECTORS LTD

100296/200

The Companies Act 1985 and the Companies Act 1989
Company Limited by Shares
Memorandum of Association
of
PRIMROSE CONTRACTS LTD

1. The name of the Company is PRIMROSE CONTRACTS LTD
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 purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situated, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
 - C) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
 - D) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or Company as the case may be;
 - E) to apply for and taken out, purchase or otherwise acquire any patents, licenses and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licenses in respect of, or otherwise turn to account any rights or information so acquired;
 - F) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other Company or corporation carrying on business in any part of the world and to act as an investment company or holding company;
 - G) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any Company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
 - H) to invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
 - I) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
 - J) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
 - K) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
 - L) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
 - M) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
 - N) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company;
 - O) to accept stock or shares in, or the debentures, mortgage 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;
 - P) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills or exchange, scrip, warrants and other transferable or negotiable instruments;



Q) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

R) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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;

S) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, subcontractors, trustees or otherwise;

T) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause

4. The liability of the members is limited

5. The share capital of the Company is £600 divided into:

100 A Ordinary shares of £1each.

100 B Ordinary shares of £1each

100 C Ordinary shares of £1each


100 D Ordinary shares of £1each

100 E Ordinary shares of £1each

100 F Ordinary shares of £1each

with the power to increase further or divide the shares in the capital into different classes having such rights as to voting or otherwise as the Articles of Association may from time to time subscribe.

We, the several persons whose names and addresses are subscribed, and 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, Addresses and Descriptions of Subscribers	Number of Shares Taken by Each Subscriber
CXC Directors Ltd 269 Farnborough Road Farnborough GU14 7LX	1 A Ordinary shares of £1 

Dated

11/10/06

Witness to the above signatures:

Name: Catherine Donaldson

Address: 269 Farnborough Road, Hants



**The Companies Act 1985 and the Companies Act 1989
Company Limited by Shares**

Articles of Association of

PRIMROSE CONTRACTS LTD

Preliminary

1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations (hereinafter called "Table A"), shall apply to the Company

2. Regulations 8, 24, 60, 64, 73-76 incl., 79, 80, 89, 94, 95, 96 and 101 or Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company

Shares

3. The Company is a private company limited by shares and, accordingly,
a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
a) any allotment of, or agreement to allot (whether for cash or otherwise), any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited

4. The Directors of the Company are authorised to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities

Lien

6. The Company shall have a first and paramount lien on every share of all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon

Transfer and Transmission

7. A member desiring to transfer shares otherwise than to a person who is already a member of the company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of said notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.

General Meeting

8. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Company Secretary for the time being of the Company

Directors

9. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall be not less than one. A Director shall not require any share qualification

9.1. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act

9.2. A Director reaching the age of sixty five must retire at the end of each Financial Year and offer himself for re-election to the Shareholders, provided that if any Director holds any Loan Capital in the Company, this provision shall not apply.

Proceedings of Directors

10. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered

Secretary

11. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act

Common Seal

12. The Company shall not require any document to be sealed by a Common Seal and accordingly Article 101 shall not apply and Article 6 shall be modified such that Share Certificates shall not require to be impressed with the Common Seal. A document executed by a Director and Secretary or by two Directors and expressed to be executed by the Company shall be a valid execution of the document as if it were executed under Seal

Indemnity

13. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office save for acts of negligence, criminality, breach of fiduciary duty or recklessness committed by them.

Names, Addresses and Descriptions of Subscribers

CXC Directors Ltd
269 Farnborough Road
Farnborough
Hampshire
GU14 7LX



Dated:

11/10/06

Witness to the above signature:

Name: Catherine Donaldson

Address: 269 Farnborough Road, Hants



Description: Chartered Accountant