

FILE COPY



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

Company No. 6497288

The Registrar of Companies for England and Wales hereby certifies that
AC AERO 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 7th February 2008



N06497288V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

AC AERO LIMITED

I, ANDREW STREET

of 5 SPOONBILL CLOSE, PORTHCAWL, CF36 3UR

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

† Please delete as appropriate

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

COWBRIDGE

Day Month Year

On

04 02 2008

● Please print name

before me [†]

DOUG HILL

Signed

[Signature]

Date

14/2/08

† 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

ANDREW STREET

5 SPOONBILL CLOSE, PORTHCAWL

CF36 3UR

Tel

DX number

DX exchange

WEDNESDAY



ACPZFWZK

A49

06/02/2008

371

COMPANIES HOUSE

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

6497288

Company Name in full

AC AERO LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

5 SPOONBILL CLOSE

REST BAY

Post town

PORTHCAWL

County / Region

MID GLAMORGAN

Postcode

CF36 3UR

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
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ANDREW STREET

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DX 235 Edinburgh
or LP - 4 Edinburgh 2

WEDNESDAY



A49

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COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name AC AERO LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) ANDREW

Surname STREET

Previous forename(s)

Previous surname(s)

Address ^{††}

5 SPOONBILL CLOSE

REST BAY

Post town PORTHCAWL

County / Region MID GLAMORGAN

Postcode CF36 3UR

Country WALES

^{††} 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

☐

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

Consent signature

Date

25/01/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) ALAN GEORGE

Surname CRAWFORD

Previous forename(s)

Previous surname(s)

Address ^{††}

38 VICTORIA MANOR

Post town BALLYCLARE

County / Region COUNTY ANTRIM

Postcode BT39 9YW

Country NORTHERN IRELAND

^{††} 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

☐

Day Month Year

Date of birth

06 01 1976

Nationality BRITISH

Business occupation

ENGINEER

Other directorships

NONE

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

Consent signature

Date

25/01/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

| | | | | | | | | | | | | |
|------------------------------|-----------------------|---|--|----------------------|----------------------|------|----------------------|----------------------|----------------------|--------------------|----------------------|--|
| NAME | *Style / Title | <input type="text"/> | | *Honours etc | <input type="text"/> | | | | | | | |
| * Voluntary details | | Forename(s) <input type="text"/> | | | | | | | | | | |
| | | Surname <input type="text"/> | | | | | | | | | | |
| | | Previous forename(s) <input type="text"/> | | | | | | | | | | |
| | | Previous surname(s) <input type="text"/> | | | | | | | | | | |
| Address ^{††} | | <input type="text"/> | | | | | | | | | | |
| <input type="checkbox"/> | | <input type="text"/> | | | | | | | | | | |
| | | Post town <input type="text"/> | | | | | | | | | | |
| | | County / Region | <input type="text"/> | Postcode | <input type="text"/> | | | | | | | |
| | | Country <input type="text"/> | | | | | | | | | | |
| | | Date of birth | <table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table> | Day | Month | Year | <input type="text"/> | <input type="text"/> | <input type="text"/> | Nationality | <input type="text"/> | |
| Day | Month | Year | | | | | | | | | | |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | | | | | | | | | | |
| | | Business occupation <input type="text"/> | | | | | | | | | | |
| | | Other directorships <input type="text"/> | | | | | | | | | | |
| | | <input type="text"/> | | | | | | | | | | |
| | | I consent to act as director of the company named on page 1 | | | | | | | | | | |
| Consent signature | | <input type="text"/> | Date | <input type="text"/> | | | | | | | | |

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

25/01/2008

Signed



Date

25/01/2008

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

100x100

000042/60

The Companies Act 1985
Private Company Limited by Shares
Memorandum of Association of
AC Aero Limited

- 1 The company's name is AC Aero Limited
 - 2 The company's registered office is to be situated in England and Wales
 - 3 The company's objects are
 - (a) To carry on all of the business of engineering,
 - (b) To carry on any other trade or business which, in the opinion of the directors, can be advantageously carried on in connection with or ancillary to any of the business of the company
 - 4 The company has the power to act, in any legal way, as it sees fit, engaging in any lawful activity enabling it to undertake its trade, or any ancillary activity that the directors see as enabling trade To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or other security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
 - 5 The liability of the members is limited
 - 6 The company's share capital is £100 divided into 100 shares of £1 each, allotted as follows
- 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

Alan Crawford
Georgina Crawford

99
1

Signed



Alan Crawford
38 Victoria Manor
Ballyclare
County Antrim
BT39 9YW

Signed



Georgina Crawford
38 Victoria Manor
Ballyclare
County Antrim
BT39 9YW

Witness



Andrew Street
5 Spoonbill Close
Rest Bay
Porthcawl
CF36 3UR

Dated the 25th January 2008

WEDNESDAY



A49 06/02/2008 366
COMPANIES HOUSE

The Companies Act 1985

Private Company Limited by Shares

Articles of Association

AC Aero Limited

PRELIMINARY

- 1(a) 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 excluded or varied hereby and such regulations (save as so excluded or varied) and other articles hereinafter contained shall be the regulations of the company
- (b) In these articles, the expression "the act" means the companies act 1985, but so that any reference in these articles to any provision of the act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

ALLOTMENT OF SHARES

- 2(a) Shares which are comprised in the authorised share capital with which the company is incorporated shall be under the control of the directors who may (subject to section 80 of the act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) All shares which are not comprised in the authorised share capital with which the company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the company in general meeting shall by special resolution otherwise direct. The offer shall be made by special notice specifying the number of shares offered, may and limiting a period (not less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer, or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore on the term on which they were offered to the members. The foregoing provisions of this paragraph (b) shall have effect subject to section 80 of the act
- (c) In accordance with section 91(1) of the act sections 89(1) and 90 (1) to (6) (inclusive) of the act shall not apply to the company
- (d) The directors are generally and unconditionally authorised for the purpose of section 80 of the act, to exercise any power of the company to allot and grant rights to subscribe for or convert securities into shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the company in general meeting

SHARES

- 3 The lien conferred by clause 8 in table a shall attach also to fully paid up shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Clause 8 in table a shall be modified accordingly standing registered in the name of any person indebted or under liability to the company
- 4 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of clause 18 in table a of the words "and all expenses that may have been incurred by the company by reason of such non payment"

GENERAL MEETING AND RESOLUTIONS

- 5(a) A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and clause 38 in table a shall be modified accordingly. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of the auditors.
- (b) 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 directors and to the auditors for the time being of the company.
- 6(a) Clause 40 in table a shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed then such adjourned general meeting shall be dissolved.
- (c) Clause 41 in table a shall not apply to the company.

APPOINTMENT OF DIRECTORS

- 7(a) Clause 64 in table a shall not apply to the company.
- (b) 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, a sole director shall have authority to exercise all the powers and discretions by table a and these articles expressed to be vested in the directors generally, and clause 89 in table a shall be modified accordingly.
- (c) 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.
- (d) No person shall be appointed a director at any general meeting unless either
- (I) he is recommended by the directors, or
 - (II) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy.
- (f) The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of directors and for the time being in force.

BORROWING POWERS

- 8 The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the act to grant any mortgage, charge or standard security over its undertaking, property and 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 any third party.

ALTERNATE DIRECTORS

- 9(a) An alternate director shall not be entitled as such to receive any remuneration from the company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the company from time to time direct, and the first sentence of clause 66 of table a shall be modified accordingly.
- (b) A director or any such other person as is mentioned in clause 65 in table a, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

- 10 The office of director shall be vacated if he becomes incapable by reasons of illness or injury of managing and administering his property and affairs, and clause 81 in table a shall be modified accordingly

GRATUITIES AND PENSIONS

- 11(a) The directors may exercise the powers of the company conferred by clause 3(b) of the memorandum of association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
(b) Clause 87 in table a shall not apply to the company

PROCEEDINGS OF DIRECTORS

- 12(a) Subject to his interest being disclosed prior to any vote and such interest being minuted, a director may vote, at any meeting of the directors or of any committee of directors, on any resolution, notwithstanding that 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 he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
(b) Clause 94 to 97 (inclusive) in table a shall not apply to the company

INDEMNITY

- 13(a) Every director or other officer of the company shall be indemnified out of the assets of the company against all losses or liabilities which may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the act in which relief is granted to him by court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. But this article should have effect in so far as its provisions are not avoided by section of the act
(b) Clause 118 in table a shall not apply to the company

TRANSFER OF SHARES

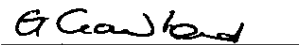
- 14 The directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of clause 24 in table a shall not apply to the company

Signed



Alan Crawford
38 Victoria Manor
Ballyclare
County Antrim
BT39 9YW

Signed



Georgina Crawford
38 Victoria Manor
Ballyclare
County Antrim
BT39 9YW

Witness



Andrew Street
5 Spoonbill Close
Rest Bay
Porthcawl
CF36 3UR

Dated the 25th January 2008



1000 649790

12

Please complete in typescript,
or in bold black capitals

Declaration on application for registration

CHFP001

Company Name in full

ADS SIGNS LTD

I, **MARK DAVID ANDERSON** signing on behalf
of **SWIFT INCORPORATIONS LIMITED**

† 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

Declared at

21 ST THOMAS STREET BRISTOL BS1 6JS

Day Month Year

on

04 02 2008

* Please print name

before me*

GEORGE KEPPE

Signed

G Keppe

Date

4/02/08

† 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

JORDANS LIMITED

21 ST THOMAS STREET BRISTOL

BS1 6JS

Tel 0117 923 0600

DX number

DX exchange

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
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



LSIUSWYB

LD5

05/02/2008

30

COMPANIES HOUSE

TUESDAY