

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06686654

The Registrar of Companies for England and Wales hereby certifies that
AA WARD ENGINEERING LIMITED

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

Given at Companies House on 2nd September 2008



N06686654S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6686654

Company name

AA WARD ENGINEERING LIMITED

I,

HILL OF BEANS LIMITED

of

**53 CAMBRIDGE GROVE
HAMMERSMITH LONDON
UNITED KINGDOM
W6 0LB**

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **01/09/2008**



*Company Name
in full:* **AA WARD ENGINEERING LIMITED**

*Proposed Registered
Office:* **53 CAMBRIDGE GROVE
HAMMERSMITH
LONDON
UNITED KINGDOM
W6 0LB**

memorandum delivered by an agent for the subscriber(s): **No**

Company Secretary

Name **HILL OF BEANS LIMITED**

Address: **53 CAMBRIDGE GROVE
HAMMERSMITH LONDON
UNITED KINGDOM
W6 0LB**

Consented to Act: **Y** *Date authorised* **02/09/2008** *Authenticated:* **YES**

Director]:

Name **ANDREW WARD**

Address: **24 BLOEMFONTEIN ROAD
SHEPHERDS BUSH
LONDON
UNITED KINGDOM
W12 7BX**

Nationality: **NEW ZEALANDER**

Business occupation: **ENGINEER**

Date of birth: **23/02/1983**

Consented to Act: **Y** *Date Authorised:* **02/09/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **01/09/2008**

Authenticated: **Yes**

COMPANY LIMITED BY SHARES

**Memorandum and Articles
of Association**

of

AA Ward Engineering Limited

COMPANY LIMITED BY SHARES
Memorandum of Association
of AA Ward Engineering Limited

1. The name of the Company is " AA Ward Engineering Limited"
2. The Registered Office of the Company is situated in England.
3. The objects for which the Company is established are:
 - (a) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.
 - (2) To carry on all or any of the following businesses; proprietors of shops, offices, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, holiday camps and chalets, to act as bankers, financial, insurance and investment agents and brokers, accountants, builders, decorators, plumbers, contractors, carpenters, joiners, civil, mechanical, electrical, motor and general engineers, metal workers, printers, publishers, stationers, artists, office equipment dealers, computer consultants, programmers, retailers, analysts and operators, software writers and suppliers, wine and spirit merchants, licensed victuallers, newsagents, tobacconists, confectioners, greengrocers, grocers, bookmakers, chemists, clothiers, garment and textile manufacturers and retailers, garage proprietors, caravan dealers, video, film and record producers and publishers, theatrical and booking agents, watch and clock manufacturers, jewellers and dealers in precious gems, stones and metals of every kind, to buy, lease, hire, develop and generally deal in land and property, car hirers, to act as travel agents and provide travel and leisure services of all kinds, supplying sporting and leisure facilities, grounds and goods of all kinds, estate agents, photographers, funeral directors, undertakers, freight forwarders, shippers, haulers, consultants, security systems and equipment installers, consultants and contractors, detective agents, double glazing installers, dealers in electrical and electronic goods and services of all kinds, hairdressers, to undertake cleaning and repair services of all kinds, to manufacture, repair and operate aircraft and allied facilities, to supply telecommunication goods, systems and services of all kinds, and to supply goods and services by mail order, caterers, run night clubs, and supply agricultural goods and services of every description.
 - (3) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.
 - (b) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to any of the above businesses or general business of the Company.
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or with the Company's general business.

(d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, sidings, bridges, reservoirs, shops, stores, factories, works, buildings, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(e) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, or with the borrowing or raising of money by the Company to become a member of any building society.

(f) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the duration of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(g) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(h) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(i) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in the business or the dependents of such persons and to establish, support or aid in the establishment and support of any schools or other educational scientific, literary, religious or charitable institutions or societies, whether they are connected with the business of the Company or its predecessors or not and to establish and maintain any club or benefit fund or profit sharing scheme for the interests or advancement or education of the Company or its officers or other persons employed whether past or present by the Company.

(j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(k) To invest and deal with moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

(l) To pay for any property rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid

up shares or stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(n) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(o) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit. 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, but so that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law.

(r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(s) To do all such other things as are incidental or conducive to the above objects or any of them.

No inference should be drawn or any restrictive interpretation implied that the foregoing objects should be separate and distinct one clause from another and in the order in which they appear.

4. The liability of the Company is limited.

5. The share capital of the Company is £100 divided into 100 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.

NAMES AND ADDRESSES OF SUBSCRIBERS:

Andrew Ward	No. of Shares
24 Bloemfontein Road	One Hundred
Shepherds Bush	
London	
W12 7BX	
United Kingdom	

Occupation: Engineer

Dated: Monday, 1 September 2008

COMPANY LIMITED BY SHARES

Articles of Association

of AA Ward Engineering Limited

1. Subject as hereinafter provided the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereafter referred to as "Table A") shall apply to the Company.
2. Hereafter the Companies Act 1985 plus any statutory modifications currently in force will be referred to as "The Act".
3. Regulations 8,64,76,77 and 113 of Table A shall not apply to the Company.
4. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree 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.
5. The Directors may allot, grant options over or otherwise deal with or dispose of any relevant securities of the Company to such persons and generally on such terms and conditions as the Directors think proper, subject to Section 80 of the Act and the provisions of the following clauses.
- 6.(a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herebefore provided.
- (b) By virtue of section 91(1) of the Act, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.
7. The lien conferred by Clause 8 of Table A shall also attach to dividends payable on Shares and also to fully paid up Shares.
8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

9. In accordance with Section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

12. The Company shall not be subject to section 293 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining any age.

13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless

(i) he is recommended by the Directors; or

(ii) not less than fourteen or more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS:

Andrew Ward
24 Bloemfontein Road
Shepherds Bush
London
W12 7BX
United Kingdom

Occupation: Engineer

Dated: Monday, 1 September 2008