File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06711720

The Registrar of Companies for England and Wales hereby certifies that
AB PERSONNEL 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 30th September 2008

N06711720B

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 **6711720**

Company name **AB PERSONNEL LIMITED**

I, **ADELE BROWN**

of **APARTMENT 9, THE MAIN HOUSE,
ANLABY HOUSE ESTATE, BEVERLEY ROAD
ANLABY
HULL
ENGLAND
HU10 7AY**

a person named as a director 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: **30/09/2008**

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Company Name in full: AB PERSONNEL LIMITED

Proposed Registered Office:
SOMERSET HOUSE 6070 BIRMINGHAM BUSINESS PARK
BIRMINGHAM
B37 7BF

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **NATIONWIDE CORPORATE SERVICES**
Agent's Address: **SOMERSET HOUSE 40-49 PRICE STREET**
BIRMINGHAM
B4 6LZ

Company Secretary

Name **NATIONWIDE COMPANY SECRETARIES LIMITED**

Address: **SOMERSET HOUSE 6070 BIRMINGHAM BUSINESS PARK**
BIRMINGHAM
ENGLAND
B37 7BF

Consented to Act: **Y** *Date authorised* **30/09/2008** *Authenticated:* **YES**

Director 1:

Name **ADELE BROWN**

Address: **APARTMENT 9, THE MAIN HOUSE,**
ANLABY HOUSE ESTATE, BEVERLEY ROAD
ANLABY
HULL
ENGLAND
HU10 7AY

Nationality: **BRITISH**
Business occupation: **COMPANY DIRECTOR**
Date of birth: **03/04/1978**

Consented to Act: **Y** *Date Authorised:* **30/09/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent** *Date Authorised:* **30/09/2008** *Authenticated:* **Yes**

THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

AB PERSONNEL LIMITED

1 The Company's name is AB PERSONNEL LIMITED

2 The registered office of the Company is to be situated 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; that is to say:

3.1.1 to carry on any trade or business whatsoever; and

3.1.2 to do all such things as are incidental or conductive to the carrying on of any trade or business;

3.2 to borrow or raise money in any manner and to secure by mortgage, charge or lien on the whole or any part of the Company's undertaking and property (whether present or future) including its uncalled capital, the discharge by the Company or any other person of any obligation or liability;

3.3 to lend money and advance or give credit with or without security, but not to carry on the business of a registered money lender;

3.4 to draw, make, accept, endorse, discount, negotiate and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

3.5 to receive money on deposit at interest or otherwise;

3.6 to invest the money of the Company in such manner as may be determined;

3.7 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;

3.8 to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the Company;

3.9 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;

3.10 to allot and issue fully or partly paid shares or loan capital of the Company in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to it;

3.11 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 grant licences to use the same;

3.12 to manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description;

3.13 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;

3.14 to acquire by subscription, purchase or otherwise, and to hold and sell, shares, loan capital, stock or other securities in any company, society or undertaking;

3.15 to enter into and carry into effect any arrangement for joint working or profit-sharing, or for amalgamation, with any other company, or partnership or person, carrying on business so as directly or indirectly to benefit the Company.

3.16 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;

3.17 to acquire controlling or other interests in any companies, and to subsidise any company in which this Company may be interested;

3.18 to sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration;

3.19 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;

3.20 to establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of, or in the employment or service of, the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards insurance for the benefit of any such persons as aforesaid;

3.21 to purchase and maintain insurance cover for directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against;

3.22 to pay or settle any claims made against the Company whether legally enforceable or not.

3.23 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;

3.24 generally to do all such other things as may appear to the Company to be incidental or conductive to the attainment of the above objects or any of them.

3.25 AND so that:-

3.25.1 None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

3.25.2 None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-

clause of this clause as though each such sub-clause contained the objects of a separate Company.

3.25.3 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The company's share capital is £1000
divided into 1000
shares of £1.00
each.

I / We the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I /we agree to take the number of shares shown opposite our respective names.

Name and address of Subscriber(s)

ADELE BROWN
APARTMENT 9, THE MAIN HOUSE,
ANLABY HOUSE ESTATE, BEVERLEY ROAD
ANLABY
HULL
ENGLAND
HU10 7AY

Number of Shares taken by the Subscriber 1

Total shares taken 1

Dated 30/09/2008

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF AB PERSONNEL LIMITED

1. PRELIMINARY

1.1 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) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (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 the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 Any reference in these Articles to "The Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.

2. SHARE CAPITAL

2.1 The directors are generally and unconditionally authorised for the purposes 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. This authority, at any time (subject to the said section 80), be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

2.2 Subject to the provisions of these Articles and the Act, the directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of section 89(1) and section 90 of the Act shall not apply to the allotment of any shares in the Company.

2.3 The Company in General Meeting may give the directors any authority required under section 80 of the Act in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall

state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

3. LIEN AND FOREITURE

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. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.

3.2 In regulation 8 of Table A there shall be substituted for the words “any amount payable in respect of it” the words “all distributions and other moneys or property attributable to it”; and the same words shall be substituted in regulation19 for the words “all dividends or other moneys payable in respect of the forfeited shores”.

4. TRANSFER OF SHARES

4.1 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 and the first sentence of regulation 24 in Table A shall not apply to the Company.

5. PURCHASE OF OWN SHARES

5.1 Regulation 35 shall be modified by deleting the words “other than out of distributable profits of the Company or the proceeds of a fresh issue of shares” and substituting instead the words “whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise”.

6. GENERAL MEETINGS AND RESOLUTIONS

6.1 Every meeting of the Company other than the Annual General Meeting shall be referred to as Extraordinary General Meetings of the Company and Regulation 38 of Table A shall apply.

6.2 Any notice issued by the Company convening any such General Meeting shall comply with Section 372(3) of the Act thereby notifying members of their rights to appoint proxies at any such meeting. All and any other notices and communications relating to any General Meeting of the Company which any member is entitled to receive shall also be sent to the auditors for the time being of the Company.

6.3 Provided that a member has given prior consent to the Company in writing and provided an address to which such notice may be sent, then the Company shall be empowered to give notice communicated to him by a legible form of electronic transmission, being all and any form of electronic communication whether by electric, electro – magnetic, electro – optical or

any other like or similar method of transmission and in the event that any such communication is made by such method, notice shall be deemed to have been served on the member on either the date that such electronic communication was effected or on the actual date that it was physically delivered to the member, whichever date shall be the earliest. Whensoever any such notice is communicated by electronic transmission, the provisions of clause 115 in Table A shall not apply and clauses 112 to 116 shall be modified accordingly

6.4 The Company shall not transact any business at any General Meeting unless a quorum is present and a quorum shall comprise of two persons entitled to attend and vote upon the business to be transacted, each such person being an actual member of the Company or a proxy for a member or a duly authorised representative of a corporation. If such a quorum is not present within half an hour of the time set for any such adjourned meeting then, notwithstanding the provision of clause 41 of Table A., the meeting may be dissolved thereafter.

6.5 Whensoever the Company has only a single member, then a quorum shall be constituted by that sole member being present either in person or by means of a proxy. In the case of another Company being a sole member, attendance by a duly authorised person of that Company shall be deemed to be a quorum. Clause 40 of Table A shall not apply to that Company.

6.6 All and any decisions taken by a single member in a General Meeting of the Company or by way of a Written Resolution shall be deemed to be effective and all and any such decisions so made shall be recorded in writing and entered into and maintained in the minute book of the Company, being a dedicated book held and maintained by the Company for such purpose.

6.7 If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the Resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the Resolution.

7. APPOINTMENT AND RETIREMENT OF DIRECTORS

7.1 Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever there shall be only one director of the Company such director may act alone in exercising all the powers, discretions and authorities vested in the directors, and Regulation 89 of Table A shall be modified accordingly.

7.2 Regulation 64 of Table A shall not apply to the Company.

7.3 The directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

7.4 No person shall be appointed a director at any General Meeting unless either:-

7.4.1 he is recommended by the directors; or

7.4.2 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 of his willingness to be appointed.

7.5 Subject to paragraph 7.4.2 above, the Company may be Ordinary Resolution in General Meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

7.6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined by the Company in General Meeting as the maximum number of directors of the time being in force.

7.7 Regulation 84 of Table A shall be modified by the deletion of the last sentence thereform.

8. ALTERNATE DIRECTORS

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

8.2 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 is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

9. POWERS OF DIRECTORS

9.1 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 of obligation of the Company or of any third part.

10. DIRECTORS' GRATUITIES AND PENSIONS

10.1 The directors may grant retirement pensions or annuities or other gratuities or allowance, including allowances on death, to any person or to the widow of or dependents of any person in respect of services rendered by him

to the Company whether as managing director or in any other office or employment under the Company or indirectly as an office or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, including director or former director of the Company, and the Company may make payments towards insurance or trusts for such purposes in respect of any such person may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

11. PROCEEDINGS OF DIRECTORS

11.1 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at and address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

11.2 All or any of the members of the board or any committee of the board may participate in a meeting of the board or any committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

11.3 A director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested , shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure a director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

11.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

12. THE SEAL

12.1 The seal, if any shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director. Any document signed by a director and the secretary of the Company or by two directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be signed with the authority of a resolution of the directors or a committee of the directors. Regulation 101 of Table A shall not apply to the company.

13. NOTICES

13.1 Any notice required by these Articles to be given by the Company other then notice of a General Meeting may be given by facsimile transmissions and regulations 111 and 112 shall be modified accordingly.

13.2 If any notice is sent by post, regulation 115 shall apply. In proving the giving of notice by facsimile transmission, it shall be sufficient to prove that the notice was received by production of a copy fax bearing the addressee's answer back code or automatic record of correct transmission.

14. INDEMNITY

14.1 Every director or other office or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he 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, or in connection with any application under s 144 or s 727 of the Act in which relief is granted to him by the court, and no director or other office 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 shall only have effect insofar as its provisions are not avoided by s 310 of the Act.

14.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in s 310(1) of the Act.

14.3 Clause 118 in Table A shall not apply to the Company.

Name and address of Subscribers

ADELE BROWN
APARTMENT 9, THE MAIN HOUSE,
ANLABY HOUSE ESTATE, BEVERLEY ROAD
ANLABY
HULL
ENGLAND
HU10 7AY

Dated 30/09/2008