File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06712127

The Registrar of Companies for England and Wales hereby certifies that
ABSOLUTE SOLID SURFACES LTD

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

Given at Companies House on 1st October 2008

N06712127D

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 **6712127**

Company name **ABSOLUTE SOLID SURFACES LTD**

I, **RUSSELL WILLIAMS**

of **11 MURRAY STREET**
CAMDEN
LONDON
GREATER LONDON
UNITED KINGDOM
NW1 9RE

a person named as a solicitor 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**

XV64G3K5

Company Name in full: ABSOLUTE SOLID SURFACES LTD

Proposed Registered Office:
16 THE CORNER HOUSE
AYLESFORD
KENT
UNITED KINGDOM
ME20 7BG

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

Agent's Name: **RUSSELL WILLIAMS**
Agent's Address:
11 MURRAY STREET
CAMDEN
LONDON
GREATER LONDON
UNITED KINGDOM
NW1 9RE

Company Secretary

Name **JASON MITCHELL**

Address:
16 BARBOUR GREEN
WICKFORD
ESSEX
UNITED KINGDOM
SS12 9SF

Consented to Act: **Y** *Date authorised* **01/10/2008** *Authenticated:* **YES**

Director 1:

Name **MR STEPHEN JOHN WARD**

Address: **THE WATERFRONT 27 MEDWAY COURT**
AYLESFORD
KENT
UNITED KINGDOM
ME20 7QN

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **28/10/1968**

Consented to Act: **Y** *Date Authorised:* **01/10/2008** *Authenticated:* **YES**

Authorisation

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

THE COMPANIES ACTS 1985 AND 1989 AND 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ABSOLUTE SOLID SURFACES LTD

1. The registered name of the Company is:

ABSOLUTE SOLID SURFACES LTD

2. The registered office of the Company shall be situated in England and Wales.

3. The Company's objects are:

(a) To carry on the business and undertaking of a general commercial company in all respects;

(b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;

(c) To let on lease, license, rent, charge and turn to account any and all forms of real properties and estates whatsoever and any and all forms of rights applying and appertaining thereto and so, where appropriate, to act as owners, landlords, tenants or subtenants, developers or contractors at any geographical location in any jurisdiction anywhere in the World;

(d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the real or personal property and rights of the Company;

(e) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere all forms of intellectual property rights under any prevailing treaties or jurisdiction including any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, designs, logos, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licenses 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 in any legal jurisdiction in the World;

(f) To act as a holding or subsidiary Company of any other limited company or corporation or body corporate registered in any other legal jurisdiction anywhere in the World;

(g) To act as agents or brokers and trustees for any person, firm or company, and to undertake and perform sub contracts;

(h) To procure all forms and types of insurances and to take all and any other such measures to defend, protect and preserve all and any such assets of the Company (whether tangible or non-tangible) and to take out any policy or policies of insurance in favor of any appointed or former Director or officer or Auditor of the Company insofar as is permitted by S. Chapter 6 or 7 of the Companies Act 2006 or the Companies Act 1985 for any such liability as is referred to therein (and so as to include any modifications or amendments thereof);

(i) To bring, defend and instigate any legal proceedings in any jurisdiction anywhere in the World in order to defend, preserve or further the legal rights and interests of the Company or any of its associated subsidiary or holding companies, including all intellectual property and other rights whatsoever;

(j) To make application for any allotment of capital or to subscribe for and to hold and deal with all and any class and type of shares, debentures, securities, bonds, stocks, debenture stocks, loan stock and securities issued or allotted by any other company, corporation, government, corporate body or local or municipal authority in any jurisdiction anywhere in the World (and to act as a holding or subsidiary company where necessarily determined by any share structure);

(k) To purchase raw materials, commodities, chemicals, products, parts, finished parts, components and stocks necessary in furtherance of the commercial objects of the Company;

(l) To raise capital, moneys, funding and funds and to establish lines of credit in pursuance of the commercial objects of the Company in any manner as may be permitted by the Companies Acts 1985, 1989 and 2006 (hereafter "the Acts") and to borrow moneys and obtain financial assistance and all and any other such forms of financial facilities necessary (including factoring and similar arrangements) to fund and further the objects of the Company and to offer all and any types of security necessarily required to obtain any such funding;

(m) To appoint any agents or licensees and to enter into any agency agreement or similar such arrangement and to undertake all and any activity as agents, registered agents, contractors, sub-contractors, licensees, brokers, factors, operators, associates, representatives or trustees of any other company, partnership, limited liability partnership, sole trader, body or business in any jurisdiction anywhere in the World;

(n) To enter into any mutual or joint venture, joint arrangement for any joint venture or profit sharing arrangement or of mutual assistance or co-operation and to provide any and all such assistance, support, logistics, licensing, information and funding contributions necessary (regional or otherwise) in order to further, extend and preserve any such arrangement;

(o) To purchase or otherwise acquire any existing trade, business, goodwill, assets or undertaking of any limited liability company, limited liability partnership, corporation, body corporate, sole trader, undertaking, firm, partnership or company in furtherance of or conductive to the stated commercial objects of the Company and to raise finance, fund and provide consideration for any such proposed acquisition, acquisition or part acquisition (whether in whole or in part) by way of shares, debentures or debenture or other form of recognized stock that may form the whole or part of any such agreement. Such acquisition may be undertaken on terms determined by the Board of the Company and/or discharge any or all such outstanding liabilities that may exist at the date of proposed acquisition of any such business and any such agreement, to hold, maintain, transfer or otherwise deal with any such liabilities, rights, securities, shares, debentures or debenture stock received or transferred as part of any such agreement or such other terms as the Board of the Company may see fit;

(p) To establish any employee share option schemes, profit sharing schemes, benefit schemes, pension or benevolent funds and to grant any such pensions, gratuities, benefits and other allowance in favor of, and to the benefit of, any serving and former directors, employees and officers of the Company and any such associated and subsidiary companies or their relatives and dependants, spouses, children and widows and to maintain all such trusts, funds and schemes for the purpose of providing pensions, life assurance and all other such benefits and to undertake the position of trustees, either solely or jointly with any other such person, firm, corporation or organization and to subscribe to, support and further (financially or otherwise) any charitable institution, fund, club or other establishment which in the opinion of the Directors is, or is likely to be, of benefit to the Company, any subsidiary company or associated company and to establish, maintain, further and extend any profit sharing scheme or employees share scheme calculated to extend and advance the interests of the Company and its officers, employees or any such former persons, including any qualifying share option scheme;

(q) To establish, incorporate or register any other company, corporation or body corporate for the purpose of furthering (whether directly or indirectly), the objects or interests of the Company or for the purpose of acquiring any rights, licences, permits or jurisdictional rights or the business, property or undertaking (or part thereof) of the Company, and to acquire and hold or dispose of shares, stocks or securities of and guarantee the payment of the dividends, interest or capital of any shares or stock of any such company and so as to include any holding, subsidiary or associated Company (including any overseas company) in any jurisdiction anywhere in the World;

(r) To advance capital, funds, credits, moneys, or credit lines to any company, firm, partnership (including any limited liability partnership), body corporate or sole trader on any terms or conditions whatsoever that the company may see fit (including by way of loan) and to give any and all types of guarantees, indemnities, undertakings or suretyships, whether given by the company or by way of personal covenant (and so as to include the mortgaging or charging any, all or part of the undertaking, property and assets of the Company, present or future, and any uncalled capital of the Company) or by all such methods, in order to guarantee the performance of any and all such obligations and the payment of any capital or principal (together with any premium thereon), of and dividends or interest on, any such debenture stocks, shares or other securities of any company, firm or person (including any holding, subsidiary, associated or joint venture company) and to seek adequate security (where appropriate) for any such moneys or funds advanced;

(s) To issue, draw, execute and deal with all types and forms of negotiable instruments whatsoever and so to discount, endorse, accept and negotiate (except where so restricted) any and all such cheques, international money orders, bills of exchange, promissory notes, debentures, bills of lading, warrants and all other and any and all other such types of transferable or negotiable instruments whatsoever;

(t) To provide, make or arrange for any form or type of permissible financial assistance (as defined in Section 152(1)(a)) for any purpose defined and specified in Section 151(1) and / or Section 151(2) of the Act or the Companies Act 2006, but only in so far as such assistance is allowed by the Act or any subsequent statutory modifications or re-enactments thereof and any further or amending legislation, instrument or order;

(u) To reimburse, recompense, remunerate or compensate any person, agent, firm, body or organization for all professional and other services rendered and expenses incurred on behalf of the Company (including the costs, fees and expenses of its incorporation including professional fees) in furtherance of its commercial objectives, whether by cash, shares, debentures, debenture stock or other fully or partly paid securities of the Company;

(v) To meet and reimburse all reasonable costs and expenses lawfully incurred and defrayed in effecting the incorporation of the Company and the issue of its share capital together with any expenses incurred in placing or underwriting or procuring the underwriting of its shares, debentures or other securities where permitted together with any subsequent amendments or modifications to its constitutional structure (whether proposed or adopted);

(w) To seek any legislation, order or concession whether by way of statutory instrument, Act of Parliament or other legislative instrument of the United Kingdom or European Parliament, or Scottish Parliament or Welsh Assembly or any statutory instrument, European directive, directive, privilege, charter, licence, concession, order or authorization of any national Government, local authority or Department of Trade and Industry, Scottish Parliament, Welsh Assembly, European Parliament, and any other European body or other authority, for the purpose of furthering and promoting the commercial objectives of the Company or its constitutional structure and to oppose any bill, proposal, applications, proceedings or determinations of any such body prejudicial or potentially prejudicial to the interests, structure or commercial objectives of the Company in any legal jurisdiction anywhere in the World;

(x) To determine, arrange for, undertake and to divide and distribute all or any part of the owned or partially owned assets and property of the Company, amongst its members in so far as the determined rights of share capital or any other rights belonging to the Company or to any such member who may permit and allow;

(y) To arrange for and to undertake the licensing, registration or recognition of the Company in any other legal jurisdiction and to obtain any necessary licenses, permissions or orders in order to effect such registration anywhere in the World;

(z) To undertake all and any such other activities and operations (commercial or otherwise) that are or may be commensurate with or incidental to the pursuance of the above objects of the Company or any of them in any jurisdiction anywhere in the World;

(aa) To undertake either together or as distinct undertakings in furtherance and pursuance of its main object any and all of the above objects;

AND it is hereby declared that each and every object specified in each of the paragraphs of this clause shall be regarded, interpreted and construed as separate and independent objects and accordingly shall not be restricted or limited in its interpretation in any way or by any reference to or inference from any other such paragraph and shall be given the widest possible interpretation and the phrase "The Act" refers to the Companies Acts, 1985 (as amended by the Companies Act, 1989 and 2006) and to all current relevant and subsequent statutory instruments and orders relevant to its interpretation.

4. The members liability shall be limited.

5. The authorized share capital of the Company is £ 1000 divided into 1000 ordinary Shares of £1 each.

6. Upon vote of the members pursuant to the Articles of Association and in accordance with the Act, additional provisions and clauses may be added to this memorandum and the Articles of Association and the existing clauses may be altered.

We, as the subscribers named hereafter, wish to be formed into a private limited Company pursuant to this Memorandum of Association and we agree to take the number of subscriber shares as specified against our names:

Name and Address of Subscriber	Number and Class of Shares Allotted
Stephen John Ward The Waterfront, 27 Medway Court Aylesford, Kent ME20 7QN	50 ordinary shares
Jason Mitchell 16 Barbour Green Wickford, Essex SS12 9SF	50 ordinary shares
TOTAL	100 ordinary shares

Dated this 30 September 2008

Witness to the above signature

_____

Name

Address

Occupation

_____

_____

THE COMPANIES ACTS 1985 AND 1989 AND 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ABSOLUTE SOLID SURFACES LTD

PREAMBLE AND INTERPRETATION

1. The following interpretations shall be applied to these Articles:

(a) "The Company" means the Company the same as registered in the Memorandum of Association.

(b) "The Act" means the Companies Act, 1985, as amended by the Companies Act, 1989 and the Companies Act 2006 (where applicable), and so as to include all and any further statutory modifications or re-enactment for the time being in force as subsequently made and enacted from time to time.

(c) "Table A" as referred to hereafter means Table A of The Companies (Tables A - F) Regulations, 1985 (as amended by the Companies (Tables A - F) (Amendment) Regulations 1985), SI 2007/2541, SI 2007/2826 and The Companies Act (Electronic Communications) Order 2000 and, save as hereinafter modified or excluded by or inconsistent with, any Article, shall constitute the regulations of the Company.

(d) Words importing gender including a reference to both other genders, words in the singular include a reference to the plural and vice versa.

(e) Any reference to any provision of the Act, or any provision of any other statutory act relevant to these Articles shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE ALLOTMENTS AND INCREASE OF AUTHORIZED CAPITAL

2. **(a)** The maximum amount of shares or securities which the Company may allot shall not exceed the registered authorized share capital set forth in paragraph 5 of the Memorandum of Association, being the unissued share capital of the Company as at the date of incorporation, or such further increase as approved from time to time in General Meeting by the Company.

(b) The authorized share capital may be increased by passing an Ordinary Resolution by the Company in General Meeting by such sum divided into such class of shares or securities as the resolution shall determine.

(c) The Board of Directors of the Company may allot or deal with any unissued shares comprised within the authorized share capital of the Company with which the Company was incorporated in any manner that they shall see fit. The Board may allot any such shares, convert any issued securities into shares of the Company and grant any appropriate rights to subscribe for such shares under the authority granted to them by S.80 of the Act for the period of five calendar years from the date of adoption of the Articles of Association of the Company. Such authority of the Board of Directors to allot shares and deal with the shares within the authorized share capital of the Company may only be renewed, revoked or varied by the Company by way of the passing of an Ordinary Resolution in General Meeting.

(d) The Board shall be empowered to honor any and all such agreements made within the five year calendar period even though the time of actual allotment and granting of any such rights may actually be effected outside of the five year period.

(e) Any application for an allotment of shares to be issued shall be made in writing and addressed to the Company at its registered office address.

(f) If the Board proposes to issue shares which were not part of the original authorized capital of the Company on incorporation, then (unless the Company shall by way of a Special Resolution passed in a General Meeting of the Company shall have otherwise determined) the Company shall first offer any and all such shares to the existing shareholders. The offer must be made in writing to them at the address recorded in the register of members. Such letter of offer must offer all such shares proposed to be issued to the existing shareholders in the same proportion (or as near to) as the number of existing shares held by them. Such offer shall set a limiting period in which such offer must be accepted (in whole or in part, being the prescribed period of not earlier than 14 calendar days), in which the offeree shall be given time to accept the offer. If no acceptance is forthcoming from him within the period allowed, then those shares shall then subsequently be offered in the same manner to those members accepting their allocation within the prescribed period. Any such shares offer for shares not so accepted within the prescribed 14 calendar day period shall only then be under the control of the Directors who shall be empowered to allot and deal with all such shares in the manner prescribed in clause 2 (c).

(g) Pursuant to the provisions of S.91 (1) of the Act, the authority of the Board is conferred as if sections 89(1) and 90 (1) to (6) (inclusive), are not to apply to the Company.

(h) If any person or body is acquiring or proposes to acquire any shares comprised in the capital of the Company or other securities, then no financial assistance of whatever nature whatsoever shall be given by the Company for any such purpose as is specified in Section 151 of the Act, except as otherwise permitted by the Act or any subsequent statutory modification.

(i) Should the authorized share capital be increased beyond the existing amount of the authorized share capital by an Ordinary Resolution by the Company, then the authority of the Board of Directors to allot and deal with such shares shall at all times be renewed by the Company in General Meeting (unless dispensed with by the provisions of S.80A of the Act).

(j) Pursuant to S.188(1) of the Act, the Company may issue share warrants to bearer in respect of fully paid shares, upon approval of the Board of Directors. Any dividends due on shares for which share warrants have been issued shall be payable pursuant to coupons attached to the share warrants. The coupon will state the period during which the holder of the coupon is entitled to dividends from the shares held pursuant to the share warrants.

SHARE CERTIFICATES

3. **(a)** Any person or corporate body becoming a member of the Company by way of becoming the holder of any shares in the capital of the Company shall be entitled to be issued with, no later than a period of two calendar months after lodgement and approval of a stamped stock transfer form or by way of a completed allotment, to receive one share certificate for all of his shares of each class or several certificates each for one or more of his shares upon the payment of such sum as the Board may determine shall be reasonable after each first certificate.

(b) No share transfer shall be approved by the Board or recorded in the register of members until such time as a stamped stock transfer form is presented to the Company.

(c) Each share certificate shall be required to be sealed. Clause 6 of Table A shall be modified accordingly.

THE BOARD AND DIRECTOR APPOINTMENTS

4. **(a)** The Company shall not have less than one appointed Director.

(b) The Board of the Company shall be made up of the number of Directors as appointed from time to time.

(c) There shall be no maximum number of Directors unless the Company by way of the passing of an Ordinary Resolution in General Meeting determines the maximum number of Directors that may be appointed.

(d) No Director of the Company shall be required to retire by rotation.

(e) Unless and until so nominated by the Board, no person shall be deemed to be eligible to be appointed the position of Director of the Company unless and until not less than fourteen nor more than thirty-five clear calendar days have elapsed before the date of holding any General Meeting of the Company and there shall have been lodged with the Company Secretary at the registered office of the Company notice in writing by a member enabled to attend and vote at any such General Meeting of his intention to propose any such person for election as a Director of the Company and a further notice in writing signed by the person proposed for election as a Director of his consent to be appointed as such a Director.

(f) The Board shall at all times (and until such time as otherwise determined by the Company) retain the power to appoint any person to the position of Director from time to time. Such power shall be exercisable for the purpose of either appointing a further Director of the Company to the Board or in order to fill any casual vacancy that may arise from time to time on the Board. Such power is exercisable without prejudice in any

respect to the power of the Company in General Meeting to elect a person so nominated to be a Director of the Company.

(g) The Directors, at their option may create officer positions as may be necessary to effectively operate the Company. The officer positions may include: Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President and Treasurer, to provide such assistance as the Directors deem necessary.

(h) The Directors shall be entitled to such nomination as the Company may by ordinary resolution determine.

PROCEEDINGS OF THE BOARD OF DIRECTORS

5. **(a)** Notice of every meeting of Directors shall be given to each Director of the Company. The notice shall be sent to each Director (including every Alternate Director) at any address supplied by him to the Company (including by way of electronic communication under the procedures and definition of Article 9 (c)), for such purpose whether or not he is present within the United Kingdom, provided that any Director shall have the power to waive notice of any such meeting either prospectively or retrospectively and if he does so it shall not affect the validity of such meeting that the required notice was not given to him.

(b) A meeting of the Directors may be convened and held at any location in any jurisdiction anywhere in the World.

(c) Where the Board of Directors consists of a minimum of two Directors to the Board, a quorum for the transaction of any and all such business at a meeting of the Directors of the Company shall be two Directors physically present. In counting a quorum, an alternate Director present shall be counted as part of the quorum, but only in the absence of his appointor. Where the Board of Directors consists of one appointed Director, then a sole Director shall be empowered to exercise all and any such powers of the Company deemed to be vested in the Board of Directors of the Company. Clause 89 of Table A shall be modified accordingly.

(d) The Chairman shall have a second or casting vote in the case of an equality of votes which may only be exercised by him to maintain the status quo. Clause 88 of Table A shall be modified accordingly.

(e) The Directors may appoint one of their number to the position of Managing Director or such other executive position as they may determine.

(f) The Directors shall be empowered to appoint a committee of Directors the powers, constitution and purpose of which shall be determined by a resolution at a meeting of the directors of the Company at which a quorum shall be present. Such committee may be permanent or temporary but the number of Directors on such committee shall not be less than one.

(g) A Director shall be entitled to vote in regard to any contract or arrangement in which he is interested or on any such like matter arising thereat provided that he declares his interest pursuant to S.317 of the Act, and if he votes on any such matter or related matter then his vote shall be counted and his presence at the meeting shall be counted

in estimating a quorum in considering any such arrangement or contract whether at a meeting of the Directors or committee of the Directors. The declaration of any interest by a Director in any contract or arrangement shall be formally recorded in the minutes of the meeting.

(h) Clauses 94 to 97 (inclusive) of Table A shall not apply to the Company.

APPOINTMENT OF ALTERNATE DIRECTORS

6. **(a)** An appointed Director of the Company shall be entitled to appoint an alternate Director in order to attend and vote at any meeting of the Board of Directors or a committee of the Directors at which the appointing Director is unable to attend. Such alternate Director may represent more than one Director but in determining a quorum present at any meeting of the Directors shall only be counted as a single Director, but nevertheless, shall be entitled to cast one vote for each of the Directors for whom he is appointed as an alternate Director.

(b) The appointment of an alternate Director shall be approved by the Board of Directors prior to an alternate Director's appointment being effective and to him taking up any such duties and he shall not be entitled to any remuneration other than the reimbursement of his reasonable expenses.

(c) Articles 65 to 66 of Table A shall be modified accordingly.

DIRECTORS' BORROWING POWERS

7. The Directors shall be empowered (whether expressly or impliedly) to exercise in pursuance of its objects and powers all of the borrowing powers of the Company,

(a) To negotiate credit facilities and credit lines from suppliers and other commercial and non - commercial bodies and to delegate such negotiating powers to other officers and employees of the Company.

(b) To borrow and secure the payment of any and all such moneys loaned to the Company in any form of currency by guarantees or any other form of appropriate security.

(c) To guarantee the fulfilment of any and all such obligations and the performance of any such contract or other obligations entered into on behalf of the Company, and,

(d) (Subject to Section 80 of the Act) To issue any redeemable share capital, loan or debenture stock and debentures and to charge and mortgage any and all of the assets and property and uncalled capital of the Company.

PROCEDURE AND RESOLUTIONS OF GENERAL MEETINGS

8. **(a)** All meetings duly convened and held by the Company shall be referred to as a General Meeting of the Company. Regulation 38 of Table A shall apply accordingly. A General Meeting called for the passing of a Resolution appointing a Director shall be called by at least 21 clear days notice. All other General Meeting's shall be called by at least 14 clear days' notice.

(b) Any notice issued by the Company convening any such General Meeting shall comply with Section 325 of the Companies Act 2006 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 and which any member is entitled to receive shall also be sent to the appointed Auditors or Accountants for the time being of the Company. Notice of meeting to concede a Special Resolution must set forth the entire text of the proposed Special Resolution. Ordinary Resolutions need not be set out in full but the notice should give a sufficient indication of the business to be transacted at the meeting.

(c) Provided that a member has given his prior consent to the Company in writing (which shall be maintained with the statutory records of the Company) and provided an effective and correct electronic address to which any such notice may be sent, then the Company shall be empowered to give notice of any meeting communicated to him by an effective and legible form of electronic transmission (including e-mail), being all and any form of electrical or electronic communication whether by visual 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.

(d) 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 authorized representative of a corporation. If such a quorum is not present within half an hour of the time set for any such adjourned meeting notwithstanding the provisions of clause 41 of Table A, the meeting may be dissolved thereafter.

(e) 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 authorized person of that Company shall be deemed to be a quorum. Clause 40 of Table A shall not apply to the Company.

(f) 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 the dedicated book held and maintained by the Company for such purpose.

(g) 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.

(h) All original signed notices of any duly convened meeting and all other papers relevant to the convening and proceedings of such meetings shall be held and maintained with the statutory books of the Company.

REGISTRATION OF SHARE TRANSFERS

9. **(a)** Any proposed transfer of shares, stock or debentures in the capital of the Company shall be presented on the prescribed form, be correctly executed and shall have the appropriate stamping, duly paid thereon prior to presentation to the Company, together with any share certificate for cancellation or an appropriate form of indemnity. No more than one class of share shall be transferred on each prescribed form.

(b) The Directors shall have absolute discretion to decline to register the proposed transfer of any shares in the capital of the Company without being required to give any reason or explanation thereof (and shall decline any such proposed transfer where such transfer is not presented on the appropriate stock transfer form of indemnity) and shall further be entitled to decline to give any reason or explanation thereof on any formal request for such reason being received. Notice of any refusal to register any such proposed transfer shall be sent to both the transferee at the address recorded in the register of members and the address of any present member of such documents of transfer within one month after the date upon which the documents of transfer were presented to the Company.

(c) Clauses 23, 24 & 25 of Table A shall be modified accordingly.

ADOPTION OF COMPANY SEAL

10. **(a)** The Company shall adopt a seal which shall then be deemed to be the common seal of the Company and will be called the official seal of the Company.

(b) A seal once formally adopted may only be used under the authority of the Board of Directors or a committee of the Board appointed, authorized and empowered by it to execute all and any such documentation requiring such use of the seal on behalf of the Company. Every document to which the seal is so affixed shall be signed by at least one Director and the Company Secretary or two Directors of the Company, unless the Board at a meeting of the Directors shall have otherwise determined.

(c) The Company shall be entitled to have an Official Seal for use abroad in a foreign territory or jurisdiction. Such power to use the seal shall be vested in the Board of Directors who may authorize any person within a foreign jurisdiction to use the seal on behalf of the Company in accordance with the requirements of S.45 of the Companies Act 2006.

(d) Clause 101 of Table A shall be modified accordingly and Clause 6 shall be modified accordingly.

DIRECTORS AND OFFICERS PENSIONS GRATUITIES AND ALLOWANCES

11. **(a)** Provided that any Director or Directors of the Company declares any interest pursuant to S.182, Companies Act, 2006, (whereupon such declaration shall be recorded in the minutes) he shall be entitled to be counted as part of the quorum and to vote and benefit from the exercise of any power of the Company to establish or enter into, arrange or provide for any scheme or arrangement for the grant of any retirement pensions, annuities, benevolent fund or other benefits and allowances provided or to be provided by the Company for the benefit of any Director or Officer or employee or former Director or Officers or employees of the Company, (together with its holding company, subsidiaries, associated companies and predecessors in business) and of the members of their family (including any spouse widow, or former spouse and dependants of any Director or former Director of the Company) and Clause 87 of Table A shall be modified accordingly.

Name and Address of Subscriber

Stephen John Ward
The Waterfront, 27 Medway Court
Aylesford, Kent ME20 7QN

Jason Mitchell
16 Barbour Green
Wickford, Essex SS12 9SF

Witness to the above signature

Name

Address

Occupation

Dated: 30 September 2008