



FILE COPY

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

Company No. 6720880

The Registrar of Companies for England and Wales hereby certifies that

AA SIGNS & GRAPHICS 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 **10th October 2008**



N06720880I



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

a18635/150

1985 to 1989

Private Company Limited by Shares

Memorandum of Association

The name of the company is AA Signs & Graphics Limited

The registered office of the company is in England and Wales

The object of the company is to carry on business as a general commercial company

The liability of the shareholders is limited

The share capital of the company is £100 divided into 100 shares of £1 00 each

And I agree to take the number of shares shown opposite my name

Subscriber	Number of Shares taken
Signature 	
Name Peter Stewart Wilson	
Address 22 Nettleton Road, London SE14 5UJ	100
Total number of shares taken	100

Dated this 2nd day of October 2008

Witness to the above signature

Signature 	
Name Jacqueline Margaret Moore	
Occupation Administrator	
Address 22 Nettleton Road, New Cross Gate, London SE14 5UJ	



Articles of Association

1 Table A

Except as varied by or inconsistent with these articles Table A in the Schedule to the Companies Act (Tables A to F) Regulations 1985, SI 1985 / 805 amended by SI 1985 / 1052 (Table A) is to apply to the Company

2 Shareholders

2.1 The Company may have one shareholder

2.2 A vote on a resolution is to be decided by a show of hands, where such decision demands a poll, whether before or after the show of hands

2.3 A proxy can vote on a show of hands

3 Directors

3.1 The company may have a sole director and there is no maximum number of directors Regulation 64 of Table A does not apply

3.2 All directors are entitled to receive notice of directors' meetings The minimum notice period is seven days, unless all directors agree otherwise

4 Allotment of Shares

The directors have general and unconditional authority to allot shares in the capital of the company up to a maximum amount of £10,000/ This authority continues for 5 years from the date on which these articles are adopted/

5 Transfer of Shares

A Shareholder ('the Seller') intending to transfer shares ('the sale shares') is to give written notice of their intention by issuing the transfer notice to the directors The notice is to specify the number of shares and the seller's vote for them

5.2 By virtue of the transfer notice the seller is deemed to appoint the directors as the seller's agent for the purposes of the transfer

5.3 Within 14 days of receiving the transfer notice the directors are to give written notice ('offer notice') to shareholders (other than the seller) offering as early as possible in proportion to their existing shareholdings. Where an equal division is impossible, the directors may offer the remaining shares to shareholders in whatever proportions the directors decide. The offer notice is to state

5.3.1 the total number of shares, and the number available to the individual shareholder

5.3.2 the seller's proposed price per sale share

5.3.3 what the shareholder is to do if that shareholder does not agree the price per share, and the time limit for doing so

5.3.4 what the shareholder must do to buy all or some of the sale shares offered to them, and the time limit for doing so

5.4 If any shareholder does not agree the seller's proposed price per share that shareholder is, within 14 days of receiving the offer notice, to give written notice of objection (notice 'of objection') to the directors. Upon receiving a notice of objection the directors are immediately to notify other shareholders in writing of the notice of objection

5.5 Upon receiving a notice of objection, the directors are also immediately to instruct the company's auditor to fix a fair price per share for the sale shares (which is to be the same price for all sale shares of the same class). The auditor is to act as an expert, and the auditor's determination, which is to be made in writing, is to be final and binding. The auditor's fees are to be paid by the company. If the company does not have an auditor, the determination is to be made by an independent chartered accountant appointed by the directors. Within seven days of receiving the auditor's determination the directors are to give the shareholders written notice of the new price per share ('the amended offer notice')

5.6 A shareholder wishing to buy shares must give written notice (‘acceptance notice’) to the directors. If no notice of objection is given, the acceptance notice must be given not earlier than 15 days and not later than 28 days after the date of the offer notice. If notice of objection is given, the acceptance notice must be given not earlier than the date of the amended offer notice and not later than 28 days after the date of the amended offer notice. An acceptance notice creates a binding contract for the sale and purchase of the relevant shares. Completion of the transfer of the relevant sale shares is to take place within 28 days of the acceptance notice.

If the time limit expires, any sale shares have not been accepted, they are to be re-offered to shareholders (other than the seller) in proportion to their new shareholding.

If there are sale shares which no shareholder wants to accept, the seller has the right to sell them to whoever will buy them and at whatever price.

A shareholder is deemed to serve an irrevocable transfer notice if that shareholder transfers or purports to transfer shares in breach of this Article, or if a bankruptcy order is made against the shareholder. Where this happens, the price of the sale shares is to be determined by the company auditor, or if there is no auditor, by an independent chartered accountant.

5.7 The pre-emption provisions in this Article do not apply

5.7.1 to any transfer by a personal representative to any person entitled to shares under the will or intestacy of a deceased shareholder.

5.7.2 on the death of a joint shareholder, to any transfer of the jointly held shares into the name of the survivor.

6.0 Appointment and retirement of directors

The directors do not have to retire by rotation.

- 7.0 Proceedings at Shareholders meetings
- 7.1 If the number of shareholders is more than one, two shareholders must be present to form a quorum. Otherwise the quorum is to be one.
- 7.2 The Chairman is not to have a second or casting vote.
- 7.3 The Shareholder may participate in a meeting by conference telephone or video link.
- 8.0 Proceedings at directors' meetings
- 8.1 If the number of directors is more than one, two directors must be present to form a quorum. Otherwise the quorum is to be one.
- 8.2 The Chairman is not to have a second or casting vote.
- 8.3 The directors may participate in a meeting by conference telephone or video link.
- 8.4 If a director has disclosed an interest in writing to the company, that director can be counted in the quorum and may vote on any resolution concerning the matter in which that director has an interest.
- 9.0 Directors' pensions, insurance and gratuities
- The directors have the power to provide themselves and / or former directors with pensions and / or insurances and / or gratuities, and they are to have the right to retain any benefit which they receive. Regulation 87 of Table A does not apply.
- 10.0 Notices
- Written notices may be given by hand, by post or by email.

Signatures name and address of subscriber

Signature



Name

Peter S Wilson

Address

22 Nettleton Road, New Cross Gate
London SE14 5UJ

Dated this 2nd day of October 2008

Witness to the above signature

Signature



Name

Jackie Moore

Occupation

Journalist

Address

22 Nettleton Road, New Cross Gate
London SE14 5UJ



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals

CHWP000

12

Declaration on application for registration

Company Name in full

AA Signs & Graphics Limited

I, **Peter Stewart Wilson**

of **22 Nettleton Road, New Cross Gate, London SE14 5UJ**

† 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

Peter Stewart Wilson

Declared at

Kennard Wells Solicitors
6 Roding Lane South
Redbridge
IG4 5NX

Day Month Year

On

02 10 2008

① Please print name

before me ①

RICHARD H COHEN Solicitor

Signed

Richard H Cohen

Date

02/10/2008

† 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

Peter S Wilson, Certified Public Accountant

22 Nettleton Road, New Cross Gate, London SE14 5UJ

Tel 0203 062 6228

DX number

DX exchange

Companies House receipt date barcode

***This form has been provided free of charge
by Companies House.***

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

Company Name in full

AA SIGNS & GRAPHICS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

22 Nettleton Road

New Cross Gate

Post town London

County / Region

Postcode SE14 5UJ

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

Peter S Wilson

Address

22 Nettleton Road

New Cross Gate

Post town London

County / Region

Postcode SE14 5UJ

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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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		AA SIGNS & GRAPHICS LIMITED	
NAME	*Style / Title	MS	*Honours etc
Forename(s)		Jacqueline Margaret	
Surname		Moore	
Previous forename(s)		None	
Previous surname(s)		None	
Address ^{††}		22 Nettleton Road	
		New Cross Gate	
Post town		London	
County / Region			Postcode SE14 5UJ
Country			

* Voluntary details

^{††} 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

J. Moore

Date

02-10-04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		Peter Stewart	
Surname		Wilson	
Previous forename(s)		None	
Previous surname(s)		None	
Address ^{††}		22 Nettleton Road	
		New Cross Gate	
Post town		London	
County / Region			Postcode SE14 5UJ
Country		United Kingdom	

^{††} 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

1 2 0 3 1 9 4 1

Nationality

British

Business occupation

Certified Public Accountant

Other directorships

None

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

Consent signature

Wilson

Date

02-10-08

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

tt Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____