



FILE COPY

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

Company No. 6815404

The Registrar of Companies for England and Wales hereby certifies that

ABF BUILDING SOLUTIONS 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 February 2009**



N06815404F



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

100417/20 100 100 1

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

The Company's name is **ABF BUILDING SOLUTIONS LIM**

1. The Company's Registered Office is to be situated in En
Wales.



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10/02/2009
COMPANIES HOUSE

18

2. The Company's objects are:

- (1) To carry on business as a general commercial company.
- (2) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business.
- (3) (a) To guarantee support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;
- (b) To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business;
- (c) To purchase, sell, exchange, improve, rent, lease, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easements, rights, privileges, or other property, chattels and effects or any interest or rights in relation thereto.

(d) 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 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 was predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such person as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;

(e) 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;

(f) To make donations gifts or contributions of any kind to any organisation club or society whatsoever; and

(g) To pay or settle any claims made against the Company whether legally enforceable or not; and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefore and either in connection with any other business, activity or transaction or by itself.

(4) (a) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

(b) The word "company" in this clause, except where used in reference to this 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.

3. The liability of the members is limited.

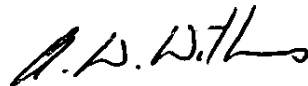
4. The Company's share capital is £100 divided into 100 shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

**NAME AND ADDRESS
OF SUBSCRIBER**

**NUMBER OF SHARES TAKEN
BY SUBSCRIBER**

**ALAN WILLIAM WATKINS
29 TYLERS GREEN ROAD
CROCKENHILL
SWANLEY
KENT
BR8 8LG**



Fifty ordinary shares

**ERIKA JANE FEARN
FLAT 2, CANEMA
9A GREEN COURT ROAD
CROCKENHILL
SWANLEY
KENT
BR8 8JG**



Fifty ordinary shares

Date: 05-02-09

WITNESS TO THE ABOVE SIGNATURES:



**Nicola Darroch
25 Cray Road
Crockenhill, Kent BR8 8LN**

THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of ABF BUILDING SOLUTIONS LIMITED

PRELIMINARY

1. (1) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826 (hereinafter referred to as Table A) shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.

(2) Regulations 3, 24, 41, 46, 48, 64, 67, 94, 95, 96, 97, 99, 101 of Table A and the words "shall be sealed with the seal and" in line 6 of Regulation 6 of Table A shall not apply to the Company.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private Company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

4. (1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any directors of the Company, at such times and on such terms and generally in such manner as they think fit.

(2) The director(s) are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiration of such authority.

(3) Unless and until the authority conferred by (2) above is revoked, renewed or varied:

(3) The demand for a poll may, before the poll is taken, be withdrawn.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

(5) A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

12 There shall be inserted the words "Unless the directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.

13 (1) The instrument appointing a proxy and any such authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

(a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not so deposited or delivered in a manner so permitted shall be invalid.

(2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

14 (1) The number of directors shall be not more than seven but need not exceed one.

(2) If and so long as there is a sole director he or she may exercise all the powers and authorities vested in the directors by these Articles and by Table A.

ALTERNATE DIRECTORS

15 An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

(4) The directors shall offer the shares included in the transfer notice to the members of the Company (other than the transferor) at the prescribed price, and such offer shall be expressed to be open for acceptance for a period of not more than twenty-eight days.

(5) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may and without increasing the number sold to a member beyond the number applied for by him) as their existing holdings bear to the issued share capital of the Company.

(6) The transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer such number of shares included in the transfer notice as such member has so accepted.

(7) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become so bound so to do the directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefore in trust for the transferor; and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be bound to the good application thereof.

(8) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, any shares included in the transfer notice have not been accepted for purchase by the members or any of them on the terms set out in (4) to (7) above inclusive the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above.

PROCEEDINGS AT GENERAL MEETINGS

10 (1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day the next week at the same time and place or such time and place as the directors may determine.

(2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

11 (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

(2) A poll may be demanded:

(a) by the chairman; or

(b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or

(c) by a duly authorised representative of a corporation..

(3) The demand for a poll may, before the poll is taken, be withdrawn.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

(5) A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

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(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not so deposited or delivered in a manner so permitted shall be invalid.

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NUMBER OF DIRECTORS

14 (1) The number of directors shall be not more than seven but need not exceed one.

(2) If and so long as there is a sole director he or she may exercise all the powers and authorities vested in the directors by these Articles and by Table A.

ALTERNATE DIRECTORS

15 An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

POWERS OF DIRECTORS

16 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and may issue debentures, debenture stock and other securities whether outright of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

17 The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.

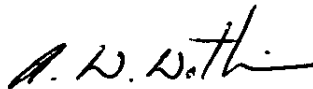
18 For the purposes of Regulation 93 of Table A, the consent of a director of an alternate director to a resolution may also be given by letter, telex, cable, fax email or other similar means.

INDEMNITY

19 In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAME AND ADDRESS OF SUBSCRIBERS:

**ALAN WILLIAM WATKINS
29 TYLERS GREEN ROAD
CROCKENHILL
SWANLEY
KENT
BR8 8LG**



**ERIKA JANE FEARN
FLAT 2, CANEMA
9A GREEN COURT ROAD
CROCKENHILL
SWANLEY
KENT
BR8 8JG**



Date: 05-02-09

WITNESS TO THE ABOVE SIGNATURES:

**Nicola Darroch
25 Cray Road
Crockenhill, Kent BR8 8LN**





Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

ABF Building Solutions Limited

I, Alan William Watkins

of 29 TYNERS GREEN ROAD CROCKENHILL BR88 8G

† 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

[Signature]

Declared at

193 Swanley Lane, Swanley, Kent

Day Month Year

On

05 02 2009

● Please print name.

before me ●

JENNIFER M HARDY

Signed

J M Hardy

Date

05.02.2009

† 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.

BISHOP AKERS & CO		01322 660617
SOLICITORS		
HAVEN HOUSE, 193 SWANLEY LANE		
SWANLEY, KENT		
BR8 7LA	Tel	Bishop Akers & Co
		DX 56502
DX number	DX exchange	SWANLEY

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

ABF Building Solutions Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

29 Tylers Green Road

Crockenhill

Post town

Swanley

County / Region

Kent

Postcode

BR8 8LG

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Nicola Darroch

25 Cray Road, Crockenhill, Kent, BR8 8LN

Tel 01322 660271

DX number

DX exchange

Companies House receipt date barcode

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for companies registered in England and Wales

DX 33050 Cardiff

or

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		ABF Building Solutions Limited	
NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Alan William	
Surname		Watkins	
Previous forename(s)			
Previous surname(s)			
Address **		29 Tylers Green Road	
		Crockenhill	
Post town		Swanley	
County / Region		Kent	Postcode BR8 8LG
Country		England	

* 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

A. D. Watkins

Date

05-02-09

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Alan William	
Surname		Watkins	
Previous forename(s)			
Previous surname(s)			
Address **		29 Tylers Green Road	
		Crockenhill	
Post town		Swanley	
County / Region		Kent	Postcode BR8 8LG
Country		England	

** 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

0 6 1 0 1 9 5 3

Nationality

British

Business occupation

Engineer

Other directorships

JAP Engineering Limited

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

Consent signature

A. D. Watkins

Date

05-02-09

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MISS		*Honours etc							
* Voluntary details	Forename(s)	Erika Jane									
	Surname	Fearn									
	Previous forename(s)										
	Previous surname(s)										
†† 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.	Address ††	Flat 2, Canema									
		9a Green Court Road, Crockenhill									
	Post town	Swanley									
	County / Region	Kent	Postcode	BR8 8JG							
	Country	England									
	Date of birth	Day	Month	Year	Nationality	British					
		0	6	0	3	1	9	7	4		
	Business occupation	Beautician									
	Other directorships	None									
	I consent to act as director of the company named on page 1										
	Consent signature	E Fearn					Date	05-02-09			

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	A.W. With	Date	05-02-09
	Signed	E Fearn	Date	05-02-09
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.