File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06837340

The Registrar of Companies for England and Wales hereby certifies that
NEW HALL CONSULTING 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 5th March 2009

N06837340I

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 **6837340**

Company name **NEW HALL CONSULTING LIMITED**

I, **STEPHEN JOHN CLAYTON**

of **NEW HALL FARMHOUSE FANHAMS HALL ROAD
NEWHALL GREEN, WARESIDE
WARE
HERTFORDSHIRE
SG12 7SD**

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: **04/03/2009**

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Company Name in full: NEW HALL CONSULTING LIMITED

Proposed Registered Office:
23 BULL PLAIN
HERTFORD
HERTFORDSHIRE
SG14 1DX

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

Agent's Name: **CHETTLEBURGH'S LIMITED**

Agent's Address:
TEMPLE HOUSE 20 HOLYWELL ROW
LONDON
EC2A 4XH

Company Secretary

Name

Address:

Consented to Act: **Y** *Date authorised* *Authenticated:* **ERRO**

Director 1:

Name **MR. STEPHEN JOHN CLAYTON**

Address: **NEW HALL FARMHOUSE FANHAMS HALL ROAD**
NEWHALL GREEN, WARESIDE
WARE
HERTFORDSHIRE
SG12 7SD

Nationality: **BRITISH**
Business occupation: **CONSULTANT**
Date of birth: **08/10/1953**

Consented to Act: **Y** *Date Authorised:* **05/03/2009** *Authenticated:* **YES**

Director 2:

Name **MS. CAROLE PHYLLIS CLAYTON**

Address: **NEW HALL FARMHOUSE FANHAMS HALL ROAD**
NEWHALL GREEN, WARESIDE
WARE
HERTFORDSHIRE
SG12 7SD

Nationality: **BRITISH**
Business occupation: **SECRETARY**
Date of birth: **18/11/1954**

Consented to Act: **Y** *Date Authorised:* **05/03/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent** *Date Authorised:* **04/03/2009** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 to 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of

NEW HALL CONSULTING LIMITED

1. The name of the Company is:- NEW HALL CONSULTING LIMITED

2. The Registered Office of the Company will be situated in England and Wales.

3. The objects for which the Company is established are :-

   (a) To carry on business as a general commercial company and without prejudice to the generality of the objects and the powers of the company derived from Section 3A of the Companies Act 1985 as amended by Section 110 of the Companies Act 1989 the company has the power to do any of the following things and to undertake for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades processes and activities connected therewith or ancillary or complementary thereto; to operate undertake or carry out any service industry or to promote, assist, invest in, finance and receive commissions on investments in all types of business venture and trading operations whether manufacturing marketing, industrial, commercial or in the supply or service industries; to hold all kinds of shares, securities, investments, stocks, bonds, debenture and debenture stocks, life and insurance policies, rights, privileges, leases, underleases and all types of real, freehold and leasehold property and to invest money in all forms of business in the United Kingdom or abroad with a view to the financial benefit of the company and receiving income therefrom.

   (b) To carry on business as a property development and investment company and to purchase, lease, licence or otherwise acquire and hold business and residential properties; to carry out conversion and modernisation works thereto; to hold such properties as investments and to let out the same on tenancy or lease and to sell the same to the profit of the Company.

   (c) To carry on business as financiers by way of outright loan with interest or on mortgage, charge or debenture or other security and to act as merchant bankers, hire purchase and credit sale financiers, mortgage and finance brokers, accommodation and estate agents and business transfer specialists.

(d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.

(e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.

(f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.

(g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.

(h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.

(j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

(k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.

(l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade mark, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.

(m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.

(n) Either with or without the Company receiving any consideration or advantage, direct or indirect from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which it contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

(o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.

(p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.

(r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

(s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.

(t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.

(u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.

(v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies can be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.

(w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.

(x) To distribute any property in kind among the members of the Company.

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

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and restrictions as to voting or otherwise as the Articles of Association may from time to time prescribe.

I, the person whose name and address is subscribed hereafter, am desirous of being formed into a Company in pursuance of this Memorandum and I agree to take the number of shares in the capital of the Company shown under my name.

Name, Address and number of
shares taken by the Subscriber.

STEPHEN JOHN CLAYTON

NEW HALL FARMHOUSE
FANHAMS HALL ROAD
NEWHALL GREEN
WARESIDE
WARE
HERTFORDSHIRE
SG12 7SD

Number of shares taken : 1

Dated this 4th day of March, 2009.

THE COMPANIES ACTS 1985 to 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of

NEW HALL CONSULTING LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public. References in these Articles to 'the Act' are reference to the Companies Acts 1985 to 2004 and where relevant the Companies Act 2006.

2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies Act 1985 (Electronic Communications) Order 2000 shall apply to this Company.

3. The following Regulations of the said Table 'A' shall not apply to this Company videlicet:- 24, 26, 47, 64 to 69, 76, 77, 78, Regulation 81, the fifth sentence of Regulation 88 and Regulations 94 and 95.

CAPITAL

4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.

5. (a) Sections 89(I), Section 90(I) to (5) and Section 90 (6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.

   (b) Save as is provided by Articles 4 and 19 hereof or as otherwise directed by the Company in General Meeting any Shares which are not comprised in the authorised share capital with which the Company is incorporated from time to time created shall before they are issued be offered to the ordinary

members in proportion as nearly as possible to the number of Ordinary Shares held by them. Any such offer shall be made by notice specifying the number and class of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any Shares not accepted and any Shares which, by reason of the ratio which the shares to be issued bear to the Shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

6. (a) Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

(b) Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

7. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

8. The lien conferred by Regulation 8 of Table 'A' shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being full paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one or two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

9. A member desiring to transfer his Shares (not being shares issued pursuant to Article 19 hereof) otherwise than to the Company pursuant to Article 6(a) hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders holding that class of shares in the Company giving particulars of the shares

in question, hereinafter referred to as a Transfer Notice. The Directors as agent for the member giving such notice may dispose of such shares or any of them to the existing Ordinary Shareholders of the Company in a direct and pro rata proportion to their existing holdings of that class at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Accountants or Auditors appointed by the Company as a fair value thereof. The transferor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the transfer notice to the purchasing Members named therein at the place and time therein specified; and in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the transferor. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares. If any person shall become entitled to any shares by reason of the death or bankruptcy or liquidation of a member the Directors may in their discretion deem such member or former member to have given a transfer notice in respect of all his shares.

PROCEEDINGS AT GENERAL MEETINGS

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote. If from time to time there should be only one Member of the Company pursuant to the provisions of The Companies (Single Member Private Limited Companies) Regulations 1992 the provisions of Section 370A of the Companies Act 1985 shall apply.

DIRECTORS

11. The Directors of the Company shall not be subject to any maximum but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested

in the Directors generally and Regulations 89 and 90 shall be modified accordingly.

12. The first Directors of the Company shall be:-

MR. STEPHEN JOHN CLAYTON and MS. CAROLE PHYLLIS CLAYTON

being the persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. A Director need not hold shares in the Company

13. The Company shall not be subject to Section 293 of the Act and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote.

15. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

BORROWING POWERS OF THE DIRECTORS.

16. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to Section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

17. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

DISQUALIFICATION OF DIRECTORS

18. The office of a Director shall be vacated:-

(a) If by notice in writing to the Company he resigns the office of Director,

(b) If he ceases to be a Director by virtue of Section 291 of the Act,

(c) If he becomes bankrupt or insolvent or without prior consent of the Board of Directors for the time being of the Company enters into any arrangement with his creditors,

(d) If he becomes of unsound mind,

(e) If he is prohibited from being a Director by any order made under Sections 1 to 7, Section 8 (as amended by Section 79 of the Companies Act 1989) and Sections 9 and 10 of the Company Directors Disqualification Act 1986.

(f) If he is removed from office by a resolution duly passed under Section 303 of the Act.

(g) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated

EMPLOYEE'S SHARES

19. (a) The Directors of the Company shall have the power to issue all or any of the unissued shares that are for the time being comprised in the authorised share capital of the Company as Ordinary Redeemable Employee Shares.

(b) The said Ordinary Redeemable Employee Shares shall be redeemable only at the option of the Company but the Directors of the Company shall immediately before the allotment of such shares specify the date on which or by which such Ordinary Redeemable Employee Shares are to be or may be redeemed but failing the Directors so determining such date immediately before allotment of such shares they shall be redeemable on the day which is eighty years from the date of allotment of the said Ordinary Redeemable Employee Shares. All Ordinary Redeemable Employee Shares shall be redeemable at par or such higher value as the Board of Directors of the Company may in compliance with the Act determine at the time of issue of the Ordinary Redeemable Employee Shares.

(c) The Directors power to allot Ordinary Redeemable Employee Shares shall only be exercised in favour of a person or persons who shall at the date of such allotment, hold a written contract of employment with or be an Officer of the Company. The Directors of the Company shall also have the

power to impose such additional conditions relating to the holding of Ordinary Redeemable Employee Shares of the Company and to amend, alter or add to such conditions as subject to the provisions of the Act they shall from time to time think fit.

(d) A Member desiring to transfer his Ordinary Redeemable Employee Shares shall be entitled to transfer them to the Company pursuant to Article 6(a) if the Company has agreed to purchase such shares. A holder of Ordinary Redeemable Employee Shares ceasing to be an employee or officer of the Company for any reason whatsoever shall be deemed to have given notice to the Directors of the Company that he is desirous of transferring all Ordinary Redeemable Employee Shares on such date registered in his name and accordingly he shall also be entitled and be required to transfer such shares at the direction of the Directors of the Company pursuant to Article 20 (e) and (f). Pending redemption a member shall not otherwise transfer his Ordinary Redeemable Employee Shares.

(e) Where a member ceases to be an employee or officer of the Company and is deemed to have given notice to the Company that he is desirous of transferring all Ordinary Redeemable Employee Shares then registered in his name the directors shall be entitled to nominate another employee or officer of the Company or the Company itself to purchase the members Ordinary Redeemable Employee Shares in question at par value or such other value as the Company and the member in writing agree within 21 days from the date that member ceased to be an employee or officer of the Company. On the Company making such nomination and the transfer value being determined as aforesaid the member shall transfer his Ordinary Redeemable Employee Shares to such person or the company at that value.

(f) If the member or former member or other person shall fail to comply with Article 20(e) above within 28 days from the nomination of the purchaser by the Directors, the Company may receive the purchase money on his behalf, and the Directors may authorise some person to execute a transfer of such shares in favour of the purchaser. The receipt of the Company for the purchase price shall be a good discharge to the purchaser, and after the purchaser's name has been entered in the Register of Members he shall become indefeasibly entitled thereto and the validity of the proceedings shall not be questioned by any person. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the transferor.

EXECUTIVE DIRECTORS

20. (a) The Directors may from time to time appoint to the office of Executive Director any employee or shareholder of the Company. The number of Executive Directors shall not exceed the number of Directors for the time being of the Company and shall have such duties and powers as the Directors may from time to time determine. An Executive Director shall not be required to hold any share qualification. The Executive Directors shall not be entitled to notice of or to attend at Meetings of the Directors

except in cases where the Directors resolve that their presence is required and they shall not vote on any resolution submitted to a Meeting of the Directors other than a resolution on which the Meeting decides that they shall be allowed to vote. The appointment of an Executive Director shall not constitute him as a Director within the meaning of the expression "Director" as defined in the Companies Act, 1985, or for the purpose of Table A or these Articles, and he shall remain at all times and in all respects subject to the control of the Directors and he may at any time be removed or suspended from office by the Directors.

(b) An Executive Director may be paid out of the funds of the Company such remuneration (if any) for his services as an Executive Director as the Directors shall from time to time determine in addition to his remuneration for his other employment with the Company.

(c) An Executive Director appointed hereunder may be described by the Company as an Associate Director, or a Technical, Works, Sales or Special Director or by any other name the Directors should so specify.

INDEMNITY.

21. Subject to Section 310 of the Companies Act 1985 as amended by Chapter 3, Section 19(2) of the Companies (Audit Investigation and Community Enterprises) Act, 2004 and in addition to such indemnity as is contained in Regulation 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES.

22. Subject to the provisions of paragraphs (a) and (b) of this Article proof that an envelope containing a notice was properly addressed, prepaid and posted by registered or recorded delivery or other similar service to his registered address shall be conclusive evidence that Notice was given.

(a) Any notice served on a person at an address within the United Kingdom shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it was posted as aforesaid or in the event of a notice being served personally at the time such service took place.

(b) Any notice served on a person at an address outside the United Kingdom in an envelope properly addressed, prepaid and posted as aforesaid shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it would have been delivered in the ordinary course of post in the circumstances prevailing at the time of posting.

THE COMPANY SEAL

23. Pursuant to Section 36A of the Companies Act 1985, as introduced by Section 130 of the Companies Act 1989, the Company can execute documents and deeds without the use of a Seal and any Share Certificate signed by a Director and Secretary or by two Directors shall be as valid as a certificate sealed with the Seal of the Company and Regulations 6 and 101 of Table 'A' shall be amended accordingly. The Company may in accordance with Section 39 of the Companies Act 1985 have an official seal for use in any territory, district or place elsewhere than in the United Kingdom but shall only be used by a Director and Secretary or by two Directors or by such person or persons on such occasions and in such circumstances as are specifically authorised by a resolution of the Board of Directors for the time being of the Company who shall have the authority to amend, suspend or withdraw such authority as they think.

Name and Address of the Subscriber

STEPHEN JOHN CLAYTON

NEW HALL FARMHOUSE
FANHAMS HALL ROAD
NEWHALL GREEN
WARESIDE
WARE
HERTFORDSHIRE
SG12 7SD

Dated this 4th day of March, 2009.