



**FILE COPY**

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

Company No. 6926767

The Registrar of Companies for England and Wales hereby certifies that

**AB BUILDING & MAINTENANCE 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 **7th June 2009**



**\*N06926767U\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

THE COMPANIES ACTS, 1985 TO 2006  
PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
AB BUILDING & MAINTENANCE LIMITED

WEDNESDAY



1. The Company's name is **AB BUILDING & MAINTENANCE 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 trade as a general commercial company.
  - (b) To carry on any other business which in the opinion of the Directors of The Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above business or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to future any of its objects.
  - (c) To build, construct, maintain, alter, enlarge, pull down, or remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
  - (d) To purchase, take on lease, exchange, hire or otherwise acquire for any state or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of the business.
  - (e) To borrow or 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 (whether perpetual or not) 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.
  - (f) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
  - (g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stock or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as

- directly or indirectly to benefit the Company.
- (h) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
  - (i) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
  - (j) To lend the money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money or deposit or loan from and give guarantees or become security for any person, firms and companies and to charges any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.
  - (k) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
  - (l) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
  - (m) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
  - (n) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
  - (o) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.


- (p) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (q) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.
- (r) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (s) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction, (if any) for the time being required by law.
- (t) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stock, debentures or debenture stock of this Company as the consideration for such purposes of acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired.
- (u) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

We, the company whose name and address is subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company as set opposite our name.

Name and Address of Subscriber	Number of shares taken by the Subscriber (in words)
<p>Mr Alfred Binaj 25b High Street London W3 6ND</p> <p>Signed  _____</p>	<p>One</p>

Dated: 26/05/2009

WITNESS to the above Signature: \_\_\_\_\_

KMS Company Formations LTD  
161 Forest Road  
London  
E17 6HE



**COMPANIES ACTS, 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**AB BUILDING & MAINTENANCE LIMITED**

**PRELIMINARY**

1. The Company shall be a private company within the meaning of the Companies Acts, 1985 to 2006 (hereinafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in The Companies (Tables A to F) Regulations as in force at the date of incorporation of the Company. Such regulations (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 60, 61, 64, 81(e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**GENERAL MEETINGS**

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.
4. One member may constitute a quorum where the Company is a single member company.

**AUDITORS**

5. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

**SHARE CAPITAL**

6. The Company is a private company limited by shares, within the meaning of the Act.

7. The Directors of the Company are authorized during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the company to such persons at such time and on such conditions as they think fit, subject to the provisions of Articles 8 and 9 hereof and provided that no shares shall be issued at a discount.
8. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he or she declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 561 of the 2006 Act shall have effect only insofar as they are not inconsistent with this Article.
9. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he or she may think fit within three months from the date of the said notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.

#### **APPOINTMENT OF DIRECTORS**

10. The first Director or Directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to the relevant section of the Act.
11. Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.
12. A person may be appointed a director of the Company notwithstanding that he or she has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his or hers having attained that age or any other age.

#### **PROCEEDINGS OF DIRECTORS**

13. A Director may vote as a director in regard to any contract or arrangement in which he or she is interested or upon any matter

arising thereout, and if he or she shall so vote, his or hers vote shall be counted and he or she shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

14. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person holds office only as an alternate director shall, if his or /hers appointer is not present, be counted in the quorum.
15. The directors may exercise all of the powers mentioned in the Memorandum of Association part 3.

#### **SECRETARY**

16. The Company need not have a secretary but if it chooses to appoint one from the outset the first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to the relevant section of the Act..

#### **SEAL**

17. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

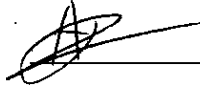
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#### **NAMES AND ADDRESSES OF SUBSCRIBER(S)**

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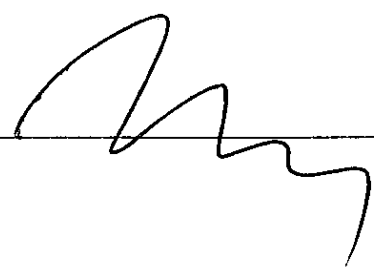
Mr Alfred Binaj  
25b High Street  
London  
W3 6ND

Company subscriber



Dated: 26/05/2009

WITNESS to the above Signature: \_\_\_\_\_



KMS Company Formations LTD  
161 Forest Road  
Walthamstow  
London E17 6HE





Companies House  
for the record

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Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

AB BUILDING & MAINTENANCE LIMITED

I,

ALFRED BINAJ

of

25B HIGH STREET, LONDON W3 6ND

† 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

Declared at

161 FOREST ROAD, WALTHAMSTOW, LONDON E

Day Month Year

On

26 05 2009

• Please print name.

before me •

KMS NOMINEES LTD

Signed

Date

26.05.2009

† 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.

KMS COMPANY FORMATIONS LTD

161 FOREST ROAD, WALTHAMSTOW, LONDON  
E17 6HE Tel 020 8503 3375

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

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**Companies House**  
for the record

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

AB BUILDING & MAINTENANCE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

161 FOREST ROAD

Post town

WALTHAMSTOW

County / Region

LONDON

Postcode

E17 6HE

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

KMS COMPANY FORMATIONS LTD

Address

161 FOREST ROAD

Post town

WALTHAMSTOW

County / Region

LONDON

Postcode

E17 6HE

Number of continuation sheets attached

1

You do not have to give any contact  
information in the box opposite but if  
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searchers of the public record.

KMS COMPANY FORMATIONS LTD

161 FOREST ROAD, WALTHAMSTOW, LONDON

E17 6HE

Tel 020 8503 3375

DX number

DX exchange



\*CXW5HA78\*

CRS

27/05/2009

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COMPANIES HOUSE

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

WEDNESDAY

## Company Secretary (see notes 1-5)

Company name

AB BUILDING & MAINTENANCE LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

<sup>††</sup> 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

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

<sup>††</sup> 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

05 07 1980

ALBANIAN

MANAGING DIRECTOR

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

Consent signature

Date

26.05.2009

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>		<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>		<b>Forename(s)</b> <input type="text"/>			
		<b>Surname</b> <input type="text" value="KMS NOMINEES LTD"/>			
		<b>Previous forename(s)</b> <input type="text"/>			
		<b>Previous surname(s)</b> <input type="text"/>			
<b>Address</b> <sup>††</sup>		<input type="text" value="161 FOREST ROAD"/>			
<input type="checkbox"/>		<input type="text"/>			
<b>Post town</b>		<input type="text" value="WALTHAMSTOW"/>			
<b>County / Region</b>		<input type="text" value="LONDON"/>	<b>Postcode</b>	<input type="text" value="E17 6HE"/>	
<b>Country</b>		<input type="text"/>			
<b>Date of birth</b>		<input type="text" value="01"/> <input type="text" value="00"/> <input type="text" value="00"/> <input type="text" value="00"/> <input type="text" value="00"/> <input type="text" value="00"/>	<b>Day</b>	<b>Month</b>	<b>Year</b>
		<b>Nationality</b>		<input type="text" value="N/A"/>	
<b>Business occupation</b>		<input type="text"/>			
<b>Other directorships</b>		<input type="text"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
<b>Consent signature</b>		<input type="text" value="M"/>		<b>Date</b>	<input type="text" value="26.05.2009"/>

<b>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).</b>	<b>Signed</b>	<input type="text" value="A"/>	<b>Date</b>	<input type="text" value="26.05.2009"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

## 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.