File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06963414

The Registrar of Companies for England and Wales hereby certifies that
ABBEY ROSE ESTATES LTD

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

Given at Companies House on 15th July 2009

N06963414K

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 **6963414**

Company name **ABBEY ROSE ESTATES LTD**

I, **BRIAN COATES**

of **16 MORTON CLOSE**
AUCKLAND PARK
BISHOP AUCKLAND
DURHAM
UNITED KINGDOM
DL14 8YW

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: **15/07/2009**

XU89QBKT

Company Name in full: ABBEY ROSE ESTATES LTD

Proposed Registered Office:
FREDERICK HOUSE DEAN GROUP BUSINESS PARK
BRENDA ROAD
HARTLEPOOL
CLEVELAND
UNITED KINGDOM
TS25 2BW

memorandum delivered by an agent for the subscriber(s): **No**

Director 1:

Name **MR BRIAN COATES**

Address:
16 MORTON CLOSE
AUCKLAND PARK
BISHOP AUCKLAND
DURHAM
UNITED KINGDOM
DL14 8YW

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **16/12/1963**

Consented to Act: **Y** *Date Authorised:* **15/07/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **15/07/2009** *Authenticated:* **Yes**

THE COMPANIES ACT 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

Abbey Rose Estates Ltd

1. The company's name is Abbey Rose Estates Ltd

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:

(a) To carry on the business of a general commercial company.

(b) To acquire by purchase, lease, exchange, hire or otherwise and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property of any kind

(c) To acquire by purchase, application, registration or otherwise and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, trade marks, designs, protections and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same.

(d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and undertake all or any of the liabilities of such person, firm or company as part of the consideration for such acquisition, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

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

(f) To invest and deal with the monies of the Company not immediately required and to hold or otherwise deal with any investments made in such manner as the Company may from time to time determine.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon and terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department for Business Enterprise and Regulatory Reform or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To acquire by subscription or otherwise, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest.

(m) To promote any other company for the purpose of acquiring the whole or any part of the business or property of undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(n) To sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit.

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

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise.

(q) To distribute among the Members of the Company in kind any property of the Company properly distributable amongst the members.

(r) To pay or procure the payment of all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(s) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants

of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability incurred by such persons in respect of any act or omission by them in relation to the carrying out of their obligations and duties in relation to the Company.

(t) Subject to, and in compliance with, the provisions of the Companies Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in the Act).

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things authorised in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

(3) In this Clause the expression "the Act" means the Companies Act 1985 to 2006, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1000 divided into 1000 Ordinary £1 Shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and to take the number of shares shown opposite our respective names.

Names and addresses of subscribers, and number of shares taken

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Name and Address:
Brian Coates
16 Morton Close
Auckland Park
Bishop Auckland
Durham
DL14 8YW

Number of shares taken: 1

Dated this 15th day of July 2009.

THE COMPANIES ACT 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

Abbey Rose Estates Ltd

PRELIMINARY

1. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company 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 those shares or debentures being offered for sale to the public.

2. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) and Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) (such Table being hereinafter called "Table A") shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association.

3. In these Articles the expression 'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 and Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of the provision for the time being in force.

4. Regulations 64, 67 and 94 to 97 inclusive of Table A shall not apply to the Company.

SHARES

5. The Share Capital of the Company is £1000 divided into 1000 Ordinary £1 Shares of £1 each.

   Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply.

   Subject to Section 80 of the Act, all unissued shares which are not comprised in the authorised share capital of the Company with which the Company is incorporated shall be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and a period (not being less than 14 days) within which the offer if not accepted will be deemed to be declined. After the expiration of this period or, if earlier, on receipt of notice of non-acceptance, those shares so declined shall

be offered to the members who have within the said period accepted all the shares offered to them in the proportion aforesaid in like terms in the same manner and limited by a like period as the original offer. The directors may in accordance with the provisions of this Article allot grant options over or otherwise dispose of such shares not accepted pursuant to such offers together with any shares not capable of being offered aforesaid except by way of fractions to such persons on such terms as they think fit provided that such shares shall not be disposed of on such terms which are more favourable to the subscribers therefore than the terms on which they were offered to the members.

All unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares grant options over or otherwise dispose of the same to such persons and on such terms as they think fit at any time or times during the period of five years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period. The authority given above may be renewed revoked or varied by ordinary resolution of the Company in general meeting.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at the fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not it is a fully paid share) registered in the name of any member whether solely or one of two or more joint holders for all such moneys presently payable by him or his estate to the Company. However the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The instrument of a transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor. Regulation 23 shall not apply. The directors may in their absolute discretion and without assigning any reason therefore decline to register the transfer of a share whether or not it is a fully paid share.

PURCHASE OF OWN SHARES

8. The Company may with the sanction of an Ordinary Resolution purchase its own shares (including any redeemable shares) on such terms as the Directors may think fit and make a payment in respect of the redemption or purchase of such shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

9. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. If the Company has a single member a quorum shall be one.

10. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and

place or such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for such adjourned meeting, it shall be dissolved. Regulations 40 and 41 shall be modified accordingly.

11. In every notice convening a general meeting of the Company there shall appear a statement that a member entitled to attend and vote is entitled to appoint a proxy and the proxy need not be a member of the Company and Regulation 38 of Table A shall be modified accordingly. The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its Common Seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed.

12. Proxies may be deposited at the Registered Office of the Company at any time before the time of the meeting for which they are to be used unless otherwise specified in the notice convening the meeting. The Directors at their discretion treat an electronic communication appointing a proxy as a proxy for the purposes of the Article. Regulation 62 of Table A shall be modified accordingly.

13. 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 by the chairman or by a member (present in person or by proxy) having the right to attend and vote at the meeting. The demand for a poll may be withdrawn before the poll is taken and 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. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, lost or not carried by a particular majority and 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 votes recorded in favour of or against such resolution.

14. A Resolution in writing signed or approved by letter, telex, facsimile transmission or by any other electronic communication by the eligible members of the Company in accordance with Section 282 and Section 283 of the Companies Act 2006, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative).

15. If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to s.168 and s.510 of the Companies Act 2006. Any decision taken by a sole member shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

VOTES OF MEMBERS

16. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly

authorised representative, not being himself a member entitled to vote, shall have one vote only and in the case of a poll every member shall have one vote for each Ordinary Share held by him.

DIRECTORS

17. The first director or directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

18. Unless and until otherwise determined by the Company in general meeting there shall be no maximum number of directors and the minimum number of directors shall be one. A sole director may exercise all the powers discretions and authorities vested in the directors by these Articles and by Table A.

19. Subject to the Companies Acts and these Articles, the directors' functions are to manage the company's business; and to exercise all the powers of the company for any purpose connected with the company's business. The shareholders may, by special resolution order the directors to act in a specified manner, or refrain from acting in a particular way; or alter the scope of the directors' functions. No such special resolution shall have retrospective effect.

20. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act, to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.

21. A director who is in any way either directly or indirectly interested in any contract transaction or arrangement (whether actual or proposed) with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a meeting of the directors in accordance with the Companies Act 2006 or by notice in accordance with s.184 or s.185 of the Companies Act 2006. Subject to such disclosure a director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and whether or not he votes he shall be counted in reckoning whether a quorum is present or not.

22. Directors and directors' committee members can take part in meetings by means of conference telephone call or other means of telephone, radio or visual communication whereby everyone involved in the meeting can hear each other and have at such a meeting the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication. Directors and directors' committee members taking part in this way will be deemed to be present at the meeting and will be entitled to vote and be counted in the quorum accordingly. Such a meeting will be recorded as taking place where the largest group of those taking part is gathered. If there is no such group, the meeting location will be recorded as the place where the chairman of the meeting then is and the word "meeting" shall be construed accordingly.

23. The directors may pay, or agree to pay, gratuities, pensions, insurances, death or disability benefits to any director or former director or to any family member or dependant of such director or former director.

24. The Directors shall cause minutes to be made in books provided for the purpose, of names of the Directors present at each Meeting of the Directors and any Meeting of any Committee of the Directors, and of all resolutions and proceedings at all meetings of the

Company and of the Directors and of any Committee of the Directors, and of all appointments of officers made by Directors, and of all documents sealed with the Common Seal of the Company or otherwise executed in accordance with the Act.

25. The office of Director shall be vacated if the Director ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director because he becomes bankrupt or makes any arrangement or composition with his creditors generally, becomes of unsound mind and is either admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to property or affairs, or he resigns his office by notice in writing to the Company.

26. A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act as director and may remove any director from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company.

27. A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed a director by reason of his attaining the age of seventy.

NOTICES

28. Any notice or other document may be served on or delivered to any Member of the Company either personally, sending it by post addressed to the Member at his registered address, or by any form of electronic communication.

THE SEAL

29. Regulation 101 of Table A shall only apply if the company has a common seal. Regulation 6 of Table A relating to the sealing of share certificates shall be modified by section 44(2) of the Companies Act 2006.

IINDEMNITY

30. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act every director or other officer or auditor of the Company 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.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and to take the number of shares shown opposite our respective names.

Names and addresses of subscribers

Name and Address:
Brian Coates
16 Morton Close
Auckland Park
Bishop Auckland
Durham
DL14 8YW

Dated this 15th day of July 2009.