File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07025095

The Registrar of Companies for England and Wales hereby certifies that
THE ACADEMY OF CONSTRUCTION TRAINING 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 21st September 2009

N07025095F

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 **7025095**

Company name **THE ACADEMY OF CONSTRUCTION TRAINING LTD**

I, **CHRISTINA SHARP**

of **38 WREN COURT**
SAWLEY
NOTTINGHAM
NOTTINGHAMSHIRE
NOTTINGHSHIRE
NG10 3AG

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: **21/09/2009**

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Company Name in full: THE ACADEMY OF CONSTRUCTION TRAINING LTD

Proposed Registered Office:

20 DOWNING ROAD,
WEST MEADOWS IND EST
DERBY
DERBYSHIRE
UNITED KINGDOM
DE21 6HA

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

Agent's Name: **CHRISTINA SHARP**

Agent's Address:

38 WREN COURT
SAWLEY
NOTTINGHAM
NOTTINGHAMSHIRE
NOTTINGHSHIRE

Director 1:

Name **MRS. CHRISTINA SHARP**

Address: **38 WREN COURT**
SAWLEY
NOTTINGHAM
NOTTINGHAMSHIRE
NOTTINGHSHIRE
NG10 3AG

Nationality: **BRITISH**
Business occupation: **CONSTRUCTION TRAINING**
Date of birth: **17/03/1961**

Consented to Act: **Y** *Date Authorised:* **21/09/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent** *Date Authorised:* **21/09/2009** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 AND 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
The Academy of Construction Training LTD

1. PRELIMINARY

1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles as they relate to a private company limited by shares (Table A) shall apply to The Academy of Construction Training LTD (the Company) except in so far as they are excluded or varied by these articles.

1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.

1.3 Regulations 8, 24, 41, 46, 54, 64, 76-79, 94 and 118 of Table A do not apply to the Company.

1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public.

1.5 Companies Acts means the Companies Act 1985 and the Companies Act 2006 as amended and in force from time to time.

2. SHARE CAPITAL

2.1 The share capital of the Company is 100GBP divided into 100 ordinary shares of 1GBP each.

3. LIEN

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

4. TRANSFER OF SHARES

The directors may in their absolute discretion refuse to register the transfer of any share whether or not it is a fully paid share.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.

5.2 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

6. VOTES OF MEMBERS

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member present in person or by proxy shall have one vote, unless the proxy is himself a member entitled to vote and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

7. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

8. POWERS OF DIRECTORS

8.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 for a period of five years from the date of incorporation of the Company to allot all or any of the unissued shares of the Company. This authority may be varied or revoked by ordinary resolution of the Company. 8.2 The directors are authorised in accordance with section 91 of the Companies Act 1985 to allot shares of the Company as if section 89(1) of the Companies Act 1985 did not apply to the allotment. This power will expire on the date the section 80 of the Companies Act 1985 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date.

9. APPOINTMENT AND RETIREMENT OF DIRECTORS

9.1 No person shall be appointed a director at any general meeting unless:

(a) he is recommended by the directors; or

(b) not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed.

9.2 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.

9.3 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

9.4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution.

10. PROCEEDINGS OF DIRECTORS

10.1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

10.2 Subject to disclosure in accordance with section 317 of the Companies Act 1985, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

11. INDEMNITY

11.1 Subject to the Companies Acts, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Company or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.

11.2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs.

12. THE SEAL

12.1 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.

12.2 The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.

Name and address of subscribers:

1.Mrs. Christina Sharp
38 Wren Court Sawley
NOTTINGHAM
NG10 3AG
Nottinghshire

Date: 2009-09-21

Witness to the above signatures:

THE COMPANIES ACTS 1985 (as amended)
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
The Academy of Construction Training LTD

1) The Company's name is The Academy of Construction Training LTD

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

3) The Company's objects are:

a) To carry on business as a general commercial company.

b) 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 by it.

4. The liability of the members is limited.

5. The share capital of the Company is 100GBP divided into 100 ordinary shares of 1GBP each.

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

Names and addresses of the Subscribers	Number of Shares taken by each Subscriber
1.Mrs. Christina Sharp 38 Wren Court Sawley NOTTINGHAM NG10 3AG Nottinghshire	51 (fifty-one)

Dated 2009-09-21

Witness to the above signatures: