File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 07162729

The Registrar of Companies for England and Wales, hereby certifies that

AA PARKING SOLUTIONS LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in ENGLAND/WALES

Given at Companies House, Cardiff, on 19th February 2010

N07162729L

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006

Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **18/02/2010**

XOI5AHML

Company Name in full:	AA PARKING SOLUTIONS LTD
Company Type:	**Private limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**HOMER FARM 2** **COX GREEN LANE** **MAIDENHEAD** **BERKSHIRE** **ENGLAND** **SL63ES**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Director *1*

Type: **Person**

Full forename(s): **MR. WILLIAMS**

Surname: **NATHANIEL**

Former names:

Service Address: **HOMER FARM 2**
COX GREEN LANE
MAIDENHEAD
BERKSHIRE
ENGLAND
SL63ES

Country/State Usually Resident: **ENGLAND**

Date of Birth: **28/07/1976** *Nationality:* **BRITISH**

Occupation: **VEHICLE REMOVAL**

Consented to Act: **Y** *Date authorised:* **19/02/2010** *Authenticated:* **ERRO**

Statement of Capital (Share Capital)

Class of shares	**ORDINARY**	*Number allotted*	**1**
		Aggregate nominal value	**1**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**0**

Prescribed particulars

EACH ORDINARY SHARE SHALL ENTITLE IT'S HOLDER TO: A) ONE VOTE (WHETHER THE SHAREHOLDER IS PRESENT IN PERSON OR BY PROXY); B) THE SAME DIVIDEND AS EVERY OTHER SHARE OF THE SAME CLASS; AND C) THE SAME DISTRIBUTION OR REPAYMENT OF CAPITAL AS EVERY OTHER SHARE OF THE SAME CLASS. THE ORDYNARY SHARES SHALL NOT BE REDEEMABLE.

Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**1**
		Total aggregate nominal value	**1**

Initial Shareholdings

Name: **WILLIAMS NATHANIEL**

Address:
HOMER FARM
2
COX GREEN LANE
MAIDENHEAD
BERKSHIRE
ENGLAND
SL63ES

Class of share:	**ORDINARY**
Number of shares:	**1**
Currency:	**GBP**
Nominal value of each share:	**1**
Amount unpaid:	**0**
Amount paid:	**1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **WILLIAMS NATHANIEL**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated:* **Yes**

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
AA Parking Solutions LTD

1. PRELIMINARY

1.1. The regulations contained in The Companies (Model Articles) Regulations 2008 (SI 2008/3229), and as otherwise amended prior to the adoption of these Articles as they relate to a private company limited by shares (Model Articles) shall apply to AA Parking Solutions LTD (the Company) except in so far as they are excluded or varied by these articles.

1.2 Words and expressions defined in Model Article 1 shall have the same meanings in these articles where the context admits.

1.3 Model Articles 11, 14, 17, 24, 39, 44 and 52 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 Act means 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 **100 GBP** divided into **100** ordinary shares of **1 GBP** 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 549 of the Companies Act 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 567 of the Companies Act to allot shares of the Company as if section 561(1) of the Companies Act did not apply to the allotment. This power will expire on the date the section 549 of the Companies Act 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

8.3. The directors will have regard to their general duties under sections 171-177 of the Companies Act at all times.

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.

11. TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

11.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;

(b) shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested;

(c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;

(d) may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

(e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the company is otherwise (directly or indirectly) interested; and

(f) shall not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him (as defined in section 252 of the Companies Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act.

12. DIRECTORS' CONFLICTS OF INTEREST

12.1. The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act to avoid conflicts of interest (Conflict).

12.2. Any authorisation under this article will be effective only if:

(a) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

(b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

(c) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

12.3. Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

(a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

(b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and

(c) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

12.4. In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to:

(a) disclose such information to the directors or to any director or other officer or employee of the company; or

(b) use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence.

12.5. Where the directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director:

(a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;

(b) is not given any documents or other information relating to the Conflict; and

(c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

12.6. Where the directors authorise a Conflict:

(a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict; and

(b) the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Companies Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

12.7. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

13. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

14. INDEMNITY

14.1. Subject to the Companies Act, 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) 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.

14.2. 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.

15. THE SEAL

15.1. In accordance with the provisions of the Act, the Company need not have a seal. If it does have a seal, Model Article 49 shall apply.

15.2. The requirements set out in Model Article 24 governing the sealing of share certificates shall only apply if the Company has a seal.

NAME AND ADDRESS OF SUBSCRIBERS:

1.Mr. williams nathaniel
homer farm 2 cox green lane
MAIDENHEAD
SL63ES
GB-ENG

Date: 2010-02-18

Witness to the above signatures:

THE COMPANIES ACT 2006 (as amended)
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
AA Parking Solutions LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication by each subscriber
1.Mr. williams nathaniel homer farm 2 cox green lane MAIDENHEAD SL63ES GB-ENG	

Dated 2010-02-18

Witness to the above signatures: