

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07280777

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

AGS SECURITY LIMITED

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 10th June 2010



N07280777P



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: **10/06/2010**



X8G7ZKQ1

*Company Name
in full:* **AGS SECURITY LIMITED**

Company Type: **Private limited by shares**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **1-5 LILLIE ROAD
LONDON
UNITED KINGDOM
SW6 1TX**

I wish to partially adopt the following model articles: **Private (Ltd by Shares)**

Proposed Officers

Company Director *1*

Type: **Person**

Full forename(s): **ANDRE GUSTAVO**

Surname: **RODRIGUES**

Former names:

Service Address: **FLAT 1 99 ALPHA GROVE
LONDON
UNITED KINGDOM
E14 8PQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **19/07/1983** *Nationality:* **ITALIAN**

Occupation: **SECURITY CONSULTANT**

Consented to Act: **Y** *Date authorised:* **10/06/2010** *Authenticated:* **YES**

Company Director **2**

Type: **Person**

Full forename(s): **ALEXANDRE GOMES**

Surname: **JARDIM**

Former names:

Service Address: **FLAT 1 99 ALPHA GROVE
LONDON
UNITED KINGDOM
E14 8PQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **29/01/1982** *Nationality:* **PORTUGUESE**

Occupation: **SECURITY CONSULTANT**

Consented to Act: **Y** *Date authorised:* **10/06/2010** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	100
<i>Currency</i>		<i>Aggregate nominal value</i>	100.00
	GBP	<i>Amount paid</i>	1.00
		<i>Amount unpaid</i>	0.00

Prescribed particulars

A) SUBJECT TO THE PROVISIONS OF THE ACT AND WITHOUT PREJUDICE TO ANY RIGHTS ATTACHED TO ANY EXISTING SHARES, ANY SHARE MAY BE ISSUED WITH SUCH RIGHTS OR RESTRICTIONS AS THE COMPANY MAY DETERMINE BY RESOLUTION. UNLESS OTHERWISE EXCLUDED ALL SHARES HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS WHETHER THE SHARES ARE FULLY PAID OR NOT. B) SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY MAY BY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. SUBJECT TO THE PROVISIONS OF THE ACT, THE DIRECTORS MAY PAY INTERIM DIVIDENDS IF IT APPEARS TO THEM THAT THEY ARE JUSTIFIED BY THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION. IF THE SHARE CAPITAL IS DIVIDED INTO DIFFERENT CLASSES, THE DIRECTORS MAY PAY INTERIM DIVIDENDS ON SHARES WHICH CONFER DEFERRED OR NON-PREFERRED RIGHTS WITH REGARD TO DIVIDEND AS WELL AS ON SHARES WHICH CONFER PREFERENTIAL RIGHTS WITH REGARD TO DIVIDEND, BUT NO INTERIM DIVIDEND SHALL BE PAID ON SHARES CARRYING DEFERRED OR NON-PREFERRED RIGHTS IF, AT THE TIME OF PAYMENT, ANY PREFERENTIAL DIVIDEND IS IN ARREAR. THE DIRECTORS MAY ALSO PAY AT INTERVALS SETTLED BY THEM ANY DIVIDEND PAYABLE AT A FIXED RATE IF IT APPEARS TO THEM THAT THE PROFITS AVAILABLE FOR DISTRIBUTION JUSTIFY THE PAYMENT. PROVIDED THE DIRECTORS ACT IN GOOD FAITH THEY SHALL NOT INCUR ANY LIABILITY TO THE HOLDERS OF SHARES CONFERRING PREFERRED RIGHTS FOR ANY LOSS THEY MAY SUFFER BY THE LAWFUL PAYMENT OF AN INTERIM DIVIDEND ON ANY SHARES HAVING DEFERRED OR NON-PREFERRED RIGHTS. EXCEPT AS OTHERWISE PROVIDED BY THE RIGHTS ATTACHED TO SHARES, ALL DIVIDENDS SHALL BE DECLARED AND DISTRIBUTED TO ALL SHARES BUT, IF ANY SHARE IS ISSUED ON TERMS PROVIDING THAT IT SHALL RANK FOR DIVIDEND AS FROM A PARTICULAR DATE, THAT SHARE SHALL RANK FOR DIVIDEND ACCORDINGLY. A PERSON BECOMING ENTITLED TO A SHARE IN CONSEQUENCE OF THE DEATH OR BANKRUPTCY OF A MEMBER SHALL HAVE THE RIGHTS TO WHICH HE WOULD BE ENTITLED IF HE WERE THE HOLDER OF THE SHARE, EXCEPT THAT HE SHALL NOT, BEFORE BEING REGISTERED AS THE HOLDER OF THE SHARE, BE ENTITLED IN RESPECT OF IT TO ATTEND OR VOTE AT ANY MEETING OF THE COMPANY OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY. C) A MEETING DECLARING A DIVIDEND MAY, UPON THE RECOMMENDATION OF THE DIRECTORS, DIRECT THAT IT SHALL BE SATISFIED WHOLLY OR PARTLY BY THE DISTRIBUTION OF ASSETS AND, WHERE ANY DIFFICULTY ARISES IN REGARD TO THE DISTRIBUTION, THE DIRECTORS MAY SETTLE THE SAME AND IN PARTICULAR MAY ISSUE FRACTIONAL CERTIFICATES AND FIX THE VALUE FOR DISTRIBUTION OF ANY ASSETS AND MAY DETERMINE THAT CASH SHALL BE PAID TO ANY MEMBER UPON THE FOOTING OF THE VALUE SO FIXED IN ORDER TO ADJUST THE RIGHTS OF MEMBERS AND MAY VEST ANY ASSETS IN TRUSTEES. D) THE COMPANY MAY ISSUE SHARES WHICH ARE TO BE REDEEMED, OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER, AND THE DIRECTORS MAY DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF ANY SUCH SHARES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	100
		<i>Total aggregate nominal value</i>	100.00

Initial Shareholdings

Name: **ANDRE GUSTAVO RODRIGUES**

<i>Address:</i>	FLAT 1 99 ALPHA GROVE LONDON UNITED KINGDOM E14 8PQ	<i>Class of share:</i>	ORDINARY
		<i>Number of shares:</i>	50
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1.00
		<i>Amount unpaid:</i>	0.00
		<i>Amount paid:</i>	1.00

Name: **ALEXANDRE GOMES JARDIM**

<i>Address:</i>	FLAT 1 99 ALPHA GROVE LONDON UNITED KINGDOM E14 8PQ	<i>Class of share:</i>	ORDINARY
		<i>Number of shares:</i>	50
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1.00
		<i>Amount unpaid:</i>	0.00
		<i>Amount paid:</i>	1.00

Statement of Compliance

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

Name: **ANDRE GUSTAVO RODRIGUES**

Authenticated: **YES**

Name: **ALEXANDRE GOMES JARDIM**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

THE COMPANIES ACT 2006
COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

AGS SECURITY LIMITED

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(s) of Subscriber(s)

Date: 10 June 2010

ANDRE GUSTAVO RODRIGUES
ALEXANDRE GOMES JARDIM

THE COMPANIES ACT 2006
COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

AGS SECURITY LIMITED

PRELIMINARY

1. (A) The regulations constituting The Companies (Model Articles) Regulations 2008 shall apply to the Company except in so far as they are excluded or varied by these Articles.

(B) Expressions in these Articles shall bear (where the context so admits) the meanings defined in The Companies (Model Articles) Regulations 2008.

DIRECTORS

2. When the Company has a sole director, the director shall conduct business in accordance with Regulations 7 and 8 of Part 2 of the Model Articles described in 1 (A) above. In this respect all decisions of the sole director shall be regarded as unanimous decisions of the Board of Directors and any regulations relating to quorums at meetings shall not apply.
3. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to a maximum but shall not be less than one.

SHARES

4. Regulation 21 (1) of Part 3 of the Model Articles shall not apply to the Company.
5. Regulation 24 (5) of Part 3 of the Model Articles shall be amended to read "Share Certificates must contain 2 signatures of officers of the Company, or if the Company has a sole director and no secretary, the certificate should contain a witness to the directors signature, or if a seal is in use, to contain the impression of the common seal of the Company in addition to the directors signature".
6. Subject to the provisions of the Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by special resolution determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Company which are not redeemable.
7. Subject to the provisions of the Act, the Company may purchase its own shares.

ORGANISATION OF GENERAL MEETINGS

8. Regulation 38 of Part 4 of the Model Articles shall in addition contain the following at the end of the current wording "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".
9. A resolution put to the vote shall be decided on a show of hands, unless any person authorised to take part and vote at the meeting shall demand a poll at any time prior to the show of hands taking place.

MEANS OF COMMUNICATION

10. In accordance with Regulation 48 of the Model Articles any communication sent by any instant electronic or other means capable of being received by the person to whom the communication was made, shall be deemed to have been received within 4 hours of the transmission being made. References to "communication" and "electronic communication" shall have the meaning attributed to them by the Electronic

Communications Act 2000.

LIEN

11. The Company shall have a first and paramount lien on all shares, whether fully paid or not, for all moneys, whether presently payable or not, registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The directors may declare any shares to be wholly or partially exempt from the provisions of this regulation.

SEAL

12. The Company shall not be required to hold a company seal, but can, at the discretion of the directors determine to do so.

TRANSFER OF SHARES

13. The directors may in their absolute discretion and without giving any reason decline to register any transfer of shares.

MEMBERS

14. The liability of the members is limited to the amount, if any, unpaid on any shares held by them regardless of class and denomination.

SOLE MEMBERS

15. The directors of the Company shall cause a written record to be entered into the minute book of the Company of all decisions taken by a sole member under the provisions of these Articles.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

16. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against-
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article-
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

17. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article-

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Name(s) of Subscriber(s)

Date: 10 June 2010

ANDRE GUSTAVO RODRIGUES
ALEXANDRE GOMES JARDIM