File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 356094

The Registrar of Companies for Scotland hereby certifies that
A & R MCGREGOR 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 5th March 2009

NSC356094I

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 **356094**

Company name A & R MCGREGOR LIMITED

I, **Aderyn Hurworth**

of **44 Upper Belgrave Road**
Clifton
Bristol
BS8 2XN

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: **05/03/2009**

XVSP37WF

Company Name in full: A & R MCGREGOR LIMITED

Proposed Registered Office:
PARK LANE HOUSE 47 BROAD STREET
GLASGOW
G40 2QW

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

Company Secretary

Name **HCS SECRETARIAL LIMITED**

Address:
44 UPPER BELGRAVE ROAD
BRISTOL
AVON
BS8 2XN

Consented to Act: **Y** *Date authorised* **05/03/2009** *Authenticated:* **YES**

Director 1:

Name **Aderyn Hurworth**

Address: **44 Upper Belgrave Road**
Clifton
Bristol
BS8 2XN

Nationality: **British**
Business occupation: **Manager**
Date of birth: **20/04/1974**

Consented to Act: **Y** *Date Authorised:* **05/03/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **05/03/2009** *Authenticated:* **Yes**

Companies Acts 1985, 1989 & 2006
Private Company Limited by Shares
Memorandum of Association
of A & R McGregor Limited

1. The name of the Company is A & R McGregor Limited
2. The Registered office of the Company will be situated in Scotland
3. The objects for which the Company is established are:
3.1 to carry on the business of a General Commercial Company
3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it
3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activities or interest in which it appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate'
3.4 To acquire all types of property including without limitation freehold or leasehold property
3.5 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
3.6 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world
3.7 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.
4. The liability of the members is limited.
5. The share capital of the Company is £ 100 divided into 100 Ordinary Shares of £ 1 each.

We the Subscibers 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 specified opposite our respective names.

Name and Address	Number of shares taken
Aderyn Hurworth 44 Upper Belgrave Road Clifton Bristol BS8 2XN	5
HCS Secretarial Ltd 44 Upper Belgrave Road Clifton Bristol BS8 2XN	5
Total Shares taken	10

Dated 05/03/2009

Companies Acts 1985, 1989 & 2006
Private Company Limited by Shares
Articles of Association
of A & R McGregor Limited

1. Preliminary
1.1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985, as amended by SI 2007/2541 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.
1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.
2. Share Capital
2.1 The Share Capital of the Company is £ 100 divided into 100 Ordinary Shares of £ 1 each
2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"
3. Lien and Forfeiture
3.1 The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
3.2 In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".
4. Transfer of Shares Regulation 24 of Table A shall not apply.
5. Alteration of Share Capital
5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"
5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.
6. Votes of Members
6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"
6.2 In regulation 61 of Table A there shall be substituted for the words following "shall be in the following form" the words "any form which enables the members to direct how their votes are to be exercised upon each of the resolutions comprised in the business of the meeting for which is it to be used".
7. Number of Directors The number of directors shall not be less than one.

8. Appointment and Retirement of Directors Regulations 76 to 79 of Table A shall not apply to the Company.
9. Proceedings of Directors Regulation 94 shall not apply to the Company.
10. Dividends In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"
Name and Address

Aderyn Hurworth
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN

HCS Secretarial Ltd
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN

Dated 05/03/2009