THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

Company number 1316067

Name of Company

ROSEBUILD Limited

* delete if inappropriate

I, Daniel Charles Dwyer

of 50 Lincoln's Inn Fields, London WC2A 3PF

Law Agent

do solemnly and sincerely declare that I am† a person named as Secretary of the Company in the Statement delivered under Section 21 of the Companies Act 1976

or ROSEBUILD Limite

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Declared at 51 Lincoln's Inn Fields, London WC2

the 19th day of May

One thousand nine hundred and seventy seven

before me Richard Baker

A Commissioner for Oaths‡ Solicitor

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any)

D. & D. LAW AGENCY SERVICES LTD.
50, LINCOLN'S INN FIELDS,
LONDON, WC2A 3PF
TEL. 01 405 1082/2015

For official use

General section

Post room

REGISTRATION OFFICE 23 MAY 1977

No. of Company 1316067 /2

Form PUC 1
(Capital duty payable, but no registration fee)

STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED WITH LIMITED LIABILITY UNDER THE COMPANIES ACT 1948

Pursuant to Part V, Finance Act 1973

Name of Company ROSEBUILD Limited

A. Nominal capital (i)
£100

B Nominal value of each share
£1

C Number and description of shares taken on incorporation (i)
TWO

D Total amount payable on each (ii) (including premium if any)
NIL

E Amount paid or due and payable on each (ii)
NIL

F Total amount paid or due and payable in respect of C £ NIL

G Capital duty payable on F at £1 per £100 or part of £100 £ NIL

I hereby certify that the above particulars are correct in all respects.

Signed [signature]

Description SECRETARY

Date 19th MAY 1977

(i) Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

(ii) If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note:- This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Margin reserved for binding

Presented by:

B. & D. LAW AGENCY SERVICES LTD.
50, LINCOLN'S INN FIELDS,
LONDON W.C.2
TEL. 01-405 1082/1..5

Presentor's reference:

For official use only:

REGISTRATION OFFICE
23 MAY 1977
COMPANIES

V1709

THE COMPANIES ACTS 1948 to 1976 1316067/3

COMPANY LIMITED BY SHARES

Memorandum of Association

- OF -

ROSEBUILD LIMITED

1. The Name of the Company is "ROSEBUILD LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(a) (i) To carry on all or any of the businesses of builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in builders' and general contractors' plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances, builders' materials and goods of every description, painters and decorators, timber merchants and sawmill proprietors, importers of and dealers in joinery, hard and soft woods, veneers, mouldings and building woodwork of all kinds, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, french polishers, electrical, gas, mechanical, motor and general engineers, hardware merchants and general ironmongers.

(ii) To carry on either in connection with the businesses aforesaid or as distinct and separate businesses the business or businesses of water supply engineers, plumbers and dealers in and repairers of hot water apparatus, filtering and purifying apparatus, central heating systems and water softening systems; to manufacture and repair geysers, boilers, ovens, radiators, turbine engines, pumps and dynamos, tanks, mains and pipes.

COMPANIES REGISTRATION OFFICE 23 MAY 1979

D. & D. LAW AGENCY SERVICES LTD.
50, LINCOLN'S INN FIELDS,
LONDON, WC2A 3PF
TEL. 01 405 1082/7215

(b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.

(c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

(f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

(j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.

(m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such person.

(q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.

(r) To distribute any property of the Company in specie among the members.

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
DANIEL CHARLES DWYER 50 Lincoln's Inn Fields London WC2A 3PF Law Agent	ONE
DANIEL JOHN DWYER 50 Lincolns' Inn Fields London WC2A 3PF Law Agent	ONE

D A T E D the 19th day of May, 1977.

WITNESS the above Signatures :-

JEANETTE LINDA ROSE
65 Nottingham Road
Leyton
London E10

Secretary

1316067 /4

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Articles of Association

- OF -

ROSEBUILD LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause I thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 22, 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 130.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause II of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A" dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, 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 the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY

10. The first Secretary of the Company shall be :- DANIEL CHARLES DWYER

11. The number of Directors shall not be less than two nor more than five . The first Directors of the Company shall be :-
DANIEL CHARLES DWYER and DANIEL JOHN DWYER

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. Subject to the provisions of Section 199 of the Companies Act, 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt,liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR

15. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

AUDITORS

16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act, 1948, Section 14 of the Companies Act, 1967, and Sections 13 to 20 of the Companies Act 1976.

INDEMNITY

17. Subject to Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DANIEL CHARLES DWYER
50 Lincoln's Inn Fields
London WC2A 3PF

Law Agent

DANIEL JOHN DWYER
50 Lincoln's Inn Fields
London WC2A 3PF

Law Agent

D A T E D the 19th day of May, 1977.

WITNESS to the above Signatures :-

JEANNETTE LINDA ROSE
65 Nottingham Road
Leyton
London E10

Secretary

Form No. 1

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

Company number 1316067/5

Name of Company

ROSEBUILD

Limited*

* delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

50 Lincoln's Inn Fields,
London,
WC2A 3PF

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

X

D & C [illegible] LTD.
[illegible]
LONDON [illegible]
TEL. 01 [illegible]

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presentor's reference (if any):

D & C [illegible]
[illegible]
LONDON [illegible]
TEL. 01-[illegible]

For official use

General section

Post room

REGISTRATION OFFICE
COMPANIES
23 MAR 1981

page

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form

Name (note 2) DANIEL CHARLES DWYER	Business occupation LAW AGENT
Former name(s) (note 3) NONE	Nationality BRITISH
Address (note 4) 50 Lincoln's Inn Fields, London WC2A 3PF	Date of birth (where applicable) (note 6) N/A
Particulars of other directorships (note 5) D & D LAW AGENCY SERVICES LIMITED W. KYBERT & SON LIMITED	
I hereby consent to act as director of the company named on page 1 Signature	Date 19th MAY 1977

Name (note 2) DANIEL JOHN DWYER	Business occupation LAW AGENT
Former name(s) (note 3) NONE	Nationality BRITISH
Address (note 4) 50 Lincoln's Inn Fields, London, WC2A	Date of birth (where applicable) (note 6) N/A
Particulars of other directorships (note 5) D & D LAW AGENCY SERVICES LIMITED W. KYBERT & SON LIMITED	
I hereby consent to act as director of the company named on page 1 Signature	Date 19th MAY 1977

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1 Signature	Date

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	DANIEL CHARLES DWYER
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	50 Lincoln's Inn Fields, London, WC1A 3PF

I hereby consent to act as secretary of the company named on page 1

Signature Date 19th MAY 1977

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	

I hereby consent to act as secretary of the company named on page 1

Signature Date

* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature [Subscriber] [~~Agent~~]† Date 19th MAY 1977

Signature [Subscriber] [~~Agent~~]† Date 19th MAY 1977

CERTIFICATE OF INCORPORATION

No. 1316067

I hereby certify that

ROSEBUILD LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 2ND JUNE 1977

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies