



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6758890

The Registrar of Companies for England and Wales hereby certifies that

MONMOUTHSHIRE FLOWERS 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 **26th November 2008**



N06758890U



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MONMOUTHSHIRE FLOWERS LIMITED

- 1 The name of the Company is "Monmouthshire Flowers Limited"
- 2 The registered office of the Company will be situated in England or Wales
- 3 The objects for which the Company is established are to carry on business as a general commercial company
- 4 The liability of members is limited
- 5 The share capital of the Company is £100 00 divided into 100 Ordinary shares of £1 00 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions

000254/20

$\frac{100 \times 1}{2}$

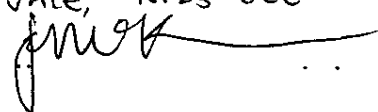


I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and I agree to take the number of shares in the capital of the Company shown opposite my name

**Name and address
of Subscriber**

**Number of Shares taken
by Subscriber ***

Jayne McKenna
13 HEOL CAE FFWENAS, STEEL WORKS RD, 2
EBBW VALE, NP23 6EE

X 

Dated X 14/11/2008

Witness to the above signature V.E. Harry

Witness Name (Print) VERITY E HARRY ..

Witness Address THE HOMESTEAD, LLANGOVAN,
NR. MONMOUTH MON NP25 4BT

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MONMOUTHSHIRE FLOWERS LIMITED

PRELIMINARY

1 In these Articles and in Table A -

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

"2006 Act" means the Companies Act 2006 as amended re-stated or re-enacted from time to time

"Statutes" means the Act, the 2006 Act and every other statute or statutory instrument, law or regulation for the time being in force concerning companies and affecting the Company

"Table A" means Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541 and SI 2007/2826)

2 (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company

(B) Regulations 24, 46, 76-79 inclusive, 94-97 inclusive and 118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

SHARE CAPITAL

3 The capital of the Company at the date of adoption of these Articles is £100 00 divided into 100 Ordinary shares of £1 00 each

SHARES

4 (A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80(7) of

the Act, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired

- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine
- (D) In this Article "relevant securities" shall have the meaning ascribed thereto by Section 80(2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section

- 5 By virtue of Section 91 of the Act the provisions of Section 89(1) of the Act shall not apply to the Company
- 6 The lien conferred by Regulation 8 in Table A shall apply to all shares of the Company 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 registered holder thereof or one of several joint holders The said Regulation 8 shall be modified accordingly
- 7 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

TRANSMISSION OF SHARES

- 8 The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with Regulation 31 in Table A shall be modified accordingly

TRANSFERS OF SHARES

- 9 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share

GENERAL MEETINGS

- 10 At the end of Regulation 38 of Table A there shall be inserted the following "In every notice of a General Meeting there shall appear the statement referred to in

Section 325 of the 2006 Act, in relation to the right of a member to appoint proxies”

- 11 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 and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member. The Chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting
- 12 If at any adjourned meeting of meetings of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum
- 13 At the end of Regulation 57 of Table A there shall be inserted the following “except when he is the sole member”

DIRECTORS

- 14 The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A. Regulations 64 and 89 in Table A shall be modified accordingly
- 15 A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company
- 16 A director shall be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine. Regulation 82 in Table A shall be modified accordingly

ALTERNATE DIRECTORS

- 17 Each director shall have the power from time to time to appoint any other director or any person approved by the directors (such approval not to be unreasonably withheld) to act as an alternate director and may remove from office an alternate director as appointed by him. Regulation 65 in Table A shall be modified accordingly
- 18 (A) The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of such remuneration as shall be agreed between the alternate director and the director appointing him. Regulation 66 in Table A shall be modified accordingly
- (B) The alternate director shall benefit from the indemnity set out in Article 28

PROCEEDINGS OF DIRECTORS

- 19 Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the

office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him

- 20 At any meeting of the directors or of any committee of the directors the Chairman shall not have a casting vote or second vote on an equality of votes and Regulation 88 of Table A shall be modified accordingly
- 21 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 22 The directors shall have power at any time and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors
- 23 Without prejudice to the powers of the Company under Section 168 of the 2006 Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf by one of its directors, and shall take effect upon lodgement at the registered office of the Company
- 24 Regulation 81(e) in Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein
- 25 The Company may at any time and from time to time by ordinary resolution appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director

DIVIDENDS

- 26 Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 in Table A shall be construed accordingly

INDEMNITY

- 27 Subject to the provisions of and so far as may be consistent with the Statutes, every Director, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with

the duties, powers or office providing that any such indemnity in relation to a Director shall only be valid to the extent it constitutes a qualifying third party indemnity provision as defined in section 234 of the 2006 Act

**Name and address
of Subscriber**

**Number of Shares taken
by Subscriber**

Jayne McKenna
13 FLEET CRE FARM, STEELWORKS RD,
EBBW VALE NP23 6EE.

2

X



Dated X 14/11/2008

Witness to the above signature:

V.E. HARRY

Witness Name (Print) VERITY, E. HARRY

Witness Address

THE HOMESTEAD, LLANGOVAN,
NR. MONMOUTH, MON NP25 4BT



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

Company Name in full

MONMOUTHSHIRE FLOWERS LIMITED

I, JAYNE ELIZABETH MCKENNA

of 13 HEOL CAE FFWRNAIS, STEEL WORKS ROAD, EBBW
VALE

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~† Solicitor engaged in the
formation of the company~~ person named as director or secretary of the
company in the statement delivered to the Registrar under section 10 of the
Companies Act 1985 and 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

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

X

Declared at

13 HEOL CAE FFWRNAIS, STEEL WORKS ROAD, EBBW
VALE

Day Month Year

On

1 4 1 1 2 0 0 8

• Please print name

before me •

RICHARD WILLIAM HARRY

Signed

Date

14/11/08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact
information in the box opposite but
if you do, it will help Companies
House to contact you if there is a
query on the form. The contact
information that you give will be
visible to searchers of the public
record

Tel	
DX number	DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House

Form revised 10/03

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

or LP - 4 Edinburgh 2



Companies House

— for the record —

10

*Please complete in typescript,
or in bold black capitals*

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

MONMOUTHSHIRE FLOWERS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

13 HEOL CAE FFWRNAIS, STEEL WORKS
ROAD

Post town

EBBW VALE

County / Region

GWENT

Postcode

NP23 6EE

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

You do not have to give any contact
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for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name	MONMOUTHSHIRE FLOWERS LIMITED		
NAME	*Style / Title	MRS	*Honours etc
Forename(s)	JAYNE ELIZABETH		
Surname	MC KENNA		
Previous forename(s)	NONE		
Previous surname(s)	HARRY		
Address ^{††}	13 HEOL CAE FFWRNAIS, STEEL WORKS		
	ROAD		
Post town	EBBW VALE		
County / Region	GWENT	Postcode	NP23 6EE
Country	UNITED KINGDOM		

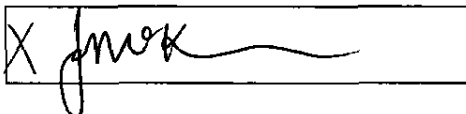
* Voluntary details

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

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

Consent signature



Date

X 14/11/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS	*Honours etc
Forename(s)	JAYNE ELIZABETH		
Surname	MC KENNA		
Previous forename(s)	NONE		
Previous surname(s)	HARRY		
Address ^{††}	13 HEOL CAE FFWRNAIS, STEEL WORKS		
	ROAD		
Post town	EBBW VALE		
County / Region	GWENT	Postcode	NP23 6EE
Country	UNITED KINGDOM		

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Day Month Year

Date of birth

27 01 1980

Nationality

BRITISH

Business occupation

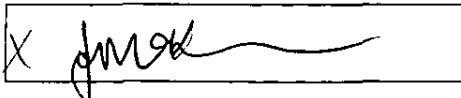
DIRECTOR

Other directorships

NONE

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

Consent signature



Date

X 14/11/2008

Please list directors in alphabetical order

*Honours etc

Forename(s)

Previous forename(s)

Previous surname(s)

↑↑ Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Signed

Signed

Signed

Signed

Signed

Signed

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____