

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06923072

The Registrar of Companies for England and Wales hereby certifies that
GEOFF NORRIS 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 3rd June 2009



N06923072G



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

6923072

Company name

GEOFF NORRIS LIMITED

I,

BARRY WARMISHAM

of

**20 STATION ROAD
RADYR
CARDIFF
CF15 8AA**

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: **03/06/2009**



XI2VFAEF

*Company Name
in full:* **GEOFF NORRIS LIMITED**

*Proposed Registered
Office:* **52A CARFAX
HORSHAM
WEST SUSSEX
RH12 1EQ**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **SERVICES LIMITED KEY LEGAL**

Agent's Address: **20 STATION ROAD
RADYR
CARDIFF
CF15 8AA**

Director 1:

Name **BARRY WARMISHAM**

Address: **20 STATION ROAD
RADYR
CARDIFF
CF15 8AA**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **21/07/1961**

Consented to Act: **Y** *Date Authorised:* **03/06/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **03/06/2009**

Authenticated: **Yes**

THE COMPANIES ACTS 1985, 1989 & 2006

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION OF
GEOFF NORRIS LIMITED**

1. The Company's name is GEOFF NORRIS LIMITED
2. The Company's Registered Office is to be situated in England & Wales.
3. The object for which the Company is established is:

To carry on business as a general commercial company.

Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act, the Company has power to do all or any of the following things:

(A) To acquire and take over any businesses or undertakings carried on upon, or in connection with, any land or building which the Company may have acquired or desire or propose to acquire and to carry on or dispose of, remove or put to an end, any such business or otherwise deal with it as may seem expedient.

(B) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or assets.

(C) To purchase or by any other means acquire any freehold, leasehold, or other property or any estate or interest whatever and any rights, privileges or easements over or in respect of any property and buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things and any form of real or personal property or rights which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of these things and to work, manage and control these or join with others in so doing.

(E) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents patent rights, brevets d'invention, licenses, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(F) To acquire the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisitions to accept all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of these acts or things or property acquired, any Shares, Debentures, Stock or securities that may be agreed upon and to hold and retain, sell, mortgage and deal with any Shares, Debentures, Debenture Stock or securities so received.

(G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property or rights of the Company.

(H) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(I) To lend and advance money or give credit to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premiums) of, and the dividends or interest on, any debenture stock, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985, or a subsidiary as defined by the said Section of the Act or otherwise associated with the Company in business.

(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 (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability that it may undertake.

(K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of trading, warrants, debentures and other negotiable or transferable instruments.

(L) To apply for, promote and obtain any Act of Parliament, Provisional Order, or License of the Board of Trade, or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to the prejudice of the Company's interests.

(M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise) or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(N) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of, any other company whether or not having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(O) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(P) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(Q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debenture Stock or securities of this Company.

(R) To support and subscribe to any charitable or public objects and any institution, society or club which may be for the benefit of the Company or its employees or any such other company or person as mentioned below or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors or Officers of, or who are or have been employed by, or who are serving or have served, the Company or any company which is a subsidiary of the Company or is allied or associated in business with the Company or with any such subsidiary company or any business acquired by the Company and to the wives, widows, children and other relatives and dependents of such persons; to make payment towards insurance and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents.

(S) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire, all or any part of the shares or securities of any such company.

(T) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.

(U) To distribute among Members of the Company in kind any property of the Company and in particular any shares, debentures or securities of any other company belonging to this Company or of which this Company may have the power of disposing.

(V) To procure the Company to be registered in any part of the world.

(W) To do all such other things as may be deemed incidental or conducive to the attainments of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000.00 divided into 1000 Ordinary shares of £1.00 each.

The Subscriber to this Memorandum is desirous of being formed into a Company in pursuance of this Memorandum of Association and agrees to take the number of shares in the capital of the Company set out opposite its name.

Name and address of Subscriber

KEY LEGAL SERVICES (NOMINEES) LTD
20 STATION ROAD
RADYR
CARDIFF
CF15 8AA

Total number of shares taken: 1

Dated the 3rd June 2009

THE COMPANIES ACTS 1985, 1989 & 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

GEOFF NORRIS LIMITED

PRELIMINARY

1. The Regulations contained in Table A in The Companies (Tables A-F) (Amendment) Regulations 2007 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The said Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

2. In these Articles "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.

SHARES

3. Subject to Article 4 the shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may think fit subject in the case of any shares forming part of any increased capital to directions as to their allotment or disposal having been given by the Company in general meeting at the time of their creation.

4. 4.1 After the initial allotment of shares by the Directors any further shares proposed to be issued within the authorised share capital of the Company will be offered to the Members in proportion (so far as possible) to the number of the existing shares held by each of them unless the Company by Resolution shall otherwise determine. The offer will

be made by notice specifying the number of shares offered and a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined.

4.2 After the expiration of this period, the shares deemed to be declined will be offered (again in the proportion to their shareholding) to the persons who have, within the period specified, accepted all the shares offered to them pursuant to clause 4.1. This further offer will be made in the same manner and specify the same period for acceptance as the original offer.

4.3 Any shares not accepted pursuant to Article 4.1 and 4.2 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by Resolution of the Company will be under the control of the Directors. They may allot, grant options over or otherwise dispose of these shares to such persons, on such terms and in such manner as they think fit. However, these shares must not be disposed of on terms which are more favourable to the subscribers to them than the terms on which they were offered to the existing Members. In accordance with Section 91(1) of the Act, Sections 89(1) and 90 (1) to (6) of the Act will not apply to the Company.

5. Subject to Article 4 the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these Regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company. This power will be exercisable at any time before the date of the fifth anniversary of incorporation of the Company. After this date the authority will expire except that the Directors may allot shares after the expiry in pursuance of an agreement or offer to allot made before the date of expiry. This authority may be revoked, varied or renewed (but not for more than five years at a time) by Resolution.

6. 6.1 Subject to the provisions of Chapter VII of Part V of the Act any shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed.

6.2 Subject to Chapter VII of Part V of the Act the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 35 of Table A shall not apply to the Company.

6.3 Subject to Chapter VI of Part V of the Act the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its Holding Company for the time being.

LIEN

7. In Regulation 8 of Table A, the words “not being a fully paid share” shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the

name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all monies presently payable by him or his estate to the Company.

TRANSFER OF SHARES

8. The Directors, in their absolute discretion and without assigning any reason whatsoever, may decline to register the transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply to the Company.

THE SEAL

9. In accordance with Section 36A (3) of the Act, the Company need not have a seal. In such instances where the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

PROCEEDINGS AT MEETINGS

10. 10.1 To Regulation 38 of Table A shall be added the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372 (3) of the Act notifying Members of their right to appoint proxies."

10.2 No business shall be transacted at any meeting unless a quorum is present. Two Members entitled to attend and vote at that meeting, present in person or by proxy or (in the case of a corporation) a duly authorised representative, shall be a quorum. However, for so long as the Company is a Single Member Company as provided for by The Companies (Single Member Private Limited Companies) Regulations 1992, then the quorum for meetings of the Company shall be one with all decisions taken at such meetings recorded in writing. In such a situation the single Member may be represented by a proxy who shall be entitled to vote on a show of hands. Regulation 40 of Table A shall not apply to the Company and Regulation 54 shall be deemed to be amended accordingly. To Regulation 41 of Table A shall be added the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be the quorum."

10.3 Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the Company convened and held.

DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of directors and the minimum number of directors shall be one. Accordingly Regulation 64 of Table A shall not apply to the Company. If and so long as there shall be one Director only, he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and Regulations of Table A shall be construed accordingly. In particular, the word “one” shall be substituted in place of the word “two” in the first sentence of Regulation 89 of Table A.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. Subject to the provisions of Table A and Section 303 (2) of the Act, the Company may by resolution appoint a person who is willing to act to be a Director to either fill a vacancy or as an additional Director. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by resolution remove any Director before the expiration of his period of office.

PROCEEDINGS OF DIRECTORS

13. Any Director or his alternate may validly participate in a meeting of the Directors or a Committee of Directors by conference telephone, video link or similar form of communication and shall accordingly be counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this manner shall be deemed to be validly and effectively transacted at a meeting of the Directors or of a Committee of the Directors notwithstanding that the Directors are not physically present in the same place.

DIRECTORS INTERESTS

14. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled at any General Meeting of the Company at which any such contract or arrangement is proposed or considered and, if he shall so vote, his vote shall be counted. Regulations 94 to 98 inclusive of Table A shall not apply to the Company.

INDEMNITY

15. This Article shall stand in place of Regulation 118 of Table A, which shall not apply to the Company. Every Director or other officer, or auditor or accountant of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings,

whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. However, this Article shall only have affect in so far as its provisions are not avoided by Section 310 of the Act.

Name and Address of Subscriber

KEY LEGAL SERVICES (NOMINEES) LTD
20 STATION ROAD
RADYR
CARDIFF
CF15 8AA

Total number of shares taken: 1

Dated the 3rd June 2009