

FILE COPY



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

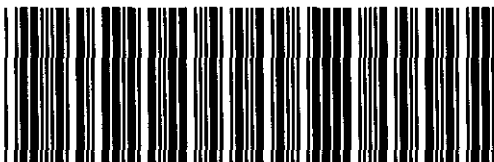
Company No. 5389739

The Registrar of Companies for England and Wales hereby certifies that

A1A SECURITY LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 11th March 2005



\*N05389739V\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

— for the record —

12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

AIA-SECURITY LTD  
OFFICE, 31-792 WILMSLOW RD

I, WALI YAQUB  
of OFFICE 131-792 WILMSLOW RD

† 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

*[Signature]*

Declared at BINAS SOLICITOR 785 STOCKPORT RD LEVENSHULME M19 3DL

Day Month Year

On 013/013/2101015T

① Please print name.

before me ① STEVE A BINAFCIANT

Signed

S A Binafcia  
S A Binafcia

Date

8/3/05  
3/3/05 SB

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

Please give the name, address,  
telephone number and, if available,

a  
th.

**BINAS SOLICITORS**  
785 STOCKPORT ROAD  
LEVENSHULME  
MANCHESTER M19 3DL  
TEL 0161 257 0060  
FAX 0161 256 4859  
DX number

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

A12 COMPANIES HOUSE 0547 11/03/05  
\*ALEDU3FY\* 0314  
A02 COMPANIES HOUSE 09/03/05  
\*AH50R3BP\* 0109  
A01 COMPANIES HOUSE 05/03/05

Form revised June 1998



Companies House

— for the record —

INC 740866TA

10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

ALP SECURITY LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

OFFICE 131-792 WIMBLOW ROAD

Post town

MANCHESTER

County / Region

LANSHIRE

Postcode

M20 6UG

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

You do not have to give any contact  
information in the box opposite but if

yes  
to

Tel

DX number

DX exchange

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

A01

MANUSCRIPT

0110

COMPANIES HOUSE

05/03/05

Form April 2002

**Company Secretary** (see notes 1-5)

Company name

AIA SECURITY LTD

NAME

\*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

WALI

Surname

Yaqub

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.

Address ††

☐

182 MAULDETH RD BURNAGE M19 1BF

Post town

MANCHESTER

County / Region

LANSHIRE

Postcode

M20 6UG

Country

ENGLAND

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

Consent



Date

2-3-05

8-3-05

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

WALI

Surname

Yaqub

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.

Address ††

☐

182 MAULDETH RD BURNAGE M19 1BF

Post town

MANCHESTER

County / Region

LANSHIRE

Postcode

M20 6UG

Country

ENGLAND

Day Month Year

Date of birth

2 8 0 5 1 9 7 9

Nationality

BRITISH

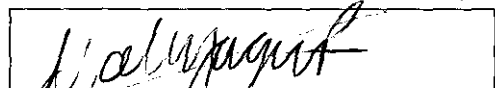
Business occupation

NONE

Other directorships

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

Consent signature



Date

2-3-05

2-3-05

**Company Secretary** (see notes 1-5)

NAME \*Style / Title

MRS

\*Honours etc

\* Voluntary details

Forename(s)

AL - NOOR

Surname

TARIQ

Previous forename(s)

Previous surname(s)

Address †

25 LANGTHORNE STREET / EVESHAM

† 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

MANCHESTER

County / Region

LANCASHIRE

Postcode

M19 2JR

Country

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

Consent signature

(A. TARIQ)

Date

11-03-2005

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† 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

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
	<b>Forename(s)</b>	<input type="text"/>		
	<b>Surname</b>	<input type="text"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
<b>† 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.</b>	<b>Address †</b>	<input type="checkbox"/>		
		<input type="text"/>		
		<input type="text"/>		
	<b>Post town</b>	<input type="text"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
	<b>Country</b>	<input type="text"/>		
	<b>Date of birth</b>	<input type="text"/> Day <input type="text"/> Month <input type="text"/> Year	<b>Nationality</b>	<input type="text"/>
	<b>Business occupation</b>	<input type="text"/>		
	<b>Other directorships</b>	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

**This section must be signed by**  
**Either**

**an agent on behalf  
of all subscribers**

**Signed**

*Walygut*

**Date**

2-3-05

**Or the subscribers**

**Signed**

*Walygut*

**Date**

8-3-05

**( i.e those who signed  
as members on the  
memorandum of  
association).**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

00261 0

5

NC  
1

08 MAR 2004

000311/50

Sameday

The Companies Acts 1985 to 1989

Private Company Limited by Shares

## Memorandum of Association

of AIA SECURITY Limited

- 1 The name of the Company is AIA SECURITY Limited.
- 2 The registered office of the Company is in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company.
- 4 The liability of the shareholders is limited.
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each.

We, the persons named below as subscribers, wish to form a company on the terms set out in this Memorandum and we agree to take the number of shares shown opposite our respective names.

## Signatures, names and addresses of subscribers

Number of  
shares taken by  
each subscriber

1. Signature [Signature]  
Name WALI YAKUB WAKI YAKUB  
Address OFFICE 131-792 WILMSLOW Rd MANCHESTER  
Number of shares taken by each subscriber 100
2. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
Number of shares taken by each subscriber \_\_\_\_\_

Total shares taken

Dated this 23.2005 day of WEDNESDAY  
8.3.2005 TUESDAY

Witness to the above signatures:

Signature [Signature]Name AL NOOR TARIQAddress 25 LANGTHORNE STREET MANCHESTER M19 2GR

A12 0545  
COMPANIES HOUSE 11/03/05  
A02 0312  
COMPANIES HOUSE 09/03/05  
A01 0108  
COMPANIES HOUSE 05/03/05



## Table A to The Companies Act 1985

Table A to The Companies (Tables A to F) Regulations 1985 (SI 1985 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 1052).

Regulations for Management of a Company Limited by Shares

### INTERPRETATION

1. In these regulations:

'the Act' means The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'the articles' means the articles of the company.

'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

'executed' includes any mode of execution.

'office' means the registered office of the company.

'the holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

'the seal' means the common seal of the company.

'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

'the United Kingdom' means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

### SHARE CAPITAL

2. 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 by ordinary resolution determine.
3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.
4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

**Articles of Association**  
**of AIA SECURITY Limited**

**1 Table A**

Except as varied by or inconsistent with these Articles, Table A in the schedule to The Companies Act (Tables A to F) Regulations 1985, SI 1985/805 amended by SI 1985/1052 ('Table A') is to apply to the company.

**2 Shareholders**

- 2.1 The company may have one shareholder.
- 2.2 A vote on a resolution is to be decided by a show of hands, unless any shareholder present in person or by proxy demands a poll, whether before or after the show of hands.
- 2.3 A proxy can vote on a show of hands.

**3 Directors**

- 3.1 The company may have a sole director and there is to be no maximum number of directors. Regulation 64 of Table A does not apply.
- 3.2 All directors are entitled to receive notice of directors' meetings. The minimum notice period is seven days, unless all directors agree otherwise.

**4 Allotment of shares**

The directors have general and unconditional authority to allot shares in the capital of the company up to a maximum amount of £ . This authority continues for five years from the date on which these Articles are adopted.

**5 Transfer of shares**

- 5.1 A shareholder ('the seller') intending to transfer shares ('the sale shares') is to give written notice of their intention ('the transfer notice') to the directors. The transfer notice is to specify the number of the sale shares and the seller's proposed price for them.
- 5.2 By virtue of the transfer notice, the seller is deemed to appoint the directors as the seller's agent for purposes of transfer of the sale shares.
- 5.3 Within 14 days of receiving the transfer notice, the directors are to give written notice ('offer notice') to shareholders (other than the seller) offering each of them the sale shares as nearly as possible in proportion to their existing shareholdings. Where an equal division is impossible, the directors may offer any remaining sale shares to shareholders in whatever proportions the directors decide. The offer notice is to state:

- 5.3.1 the total number of sale shares, and the number available to the individual shareholder
- 5.3.2 the seller's proposed price per sale share
- 5.3.3 what the shareholder is to do if that shareholder does not agree the price per share, and the time limit for doing so
- 5.3.4 what the shareholder must do to buy all or some of the sale shares offered to them, and the time limit for doing so.
- 5.4 If any shareholder does not agree the seller's proposed price per share that shareholder is, within 14 days of receiving the offer notice, to give written notice of objection ('notice of objection') to the directors. Upon receiving a notice of objection, the directors are immediately to notify other shareholders in writing of the notice of objection.
- 5.5 Upon receiving a notice of objection, the directors are also immediately to instruct the company's auditor to fix a fair price per share for the sale shares (which is to be the same price for all sale shares of the same class). The auditor is to act as an expert, and the auditor's determination, which is to be made in writing, is to be final and binding. The auditor's fees are to be paid by the company. If the company does not have an auditor, the determination is to be made by an independent chartered accountant appointed by the directors. Within seven days of receiving the auditor's determination, the directors are to give shareholders written notice of the new price per share ('the amended offer notice')
- 5.6 A shareholder wishing to buy sale shares must give written notice ('acceptance notice') to the directors. If no notice of objection is given, the acceptance notice must be given not earlier than 15 days and not later than 28 days after the date of the offer notice. If notice of objection is given, the acceptance notice must be given not earlier than the date of the amended offer notice and not later than 28 days after the date of the amended offer notice. An acceptance notice creates a binding contract for sale and purchase of the relevant sale shares. Completion of the transfer of the relevant sale shares is to take place within 28 days of the acceptance notice.
- 5.7 If, after the time limit for acceptance expires, any sale shares have not been accepted, they are to be re-offered to shareholders (other than the seller) in proportion to their new shareholdings.
- 5.8 If there are sale shares which no shareholder wants to accept, the seller has the right to sell them to whoever will buy them and at whatever price.
- 5.9 A shareholder is deemed to serve an irrevocable transfer notice if that shareholder transfers or purports to transfer shares in breach of this Article, or if a bankruptcy order is made against the shareholder. Where this happens, the price of the sale shares is to be determined by the company auditor or, if there is no auditor, by an independent chartered accountant.
- 5.10 The pre-emption provisions in this Article do not apply:
  - 5.10.1 to any transfer by a personal representative to any person entitled to shares under the will or intestacy of a deceased shareholder
  - 5.10.2 on the death of a joint shareholder, to any transfer of the jointly held shares into the name of the survivor.

**6 Appointment and retirement of directors**

The directors do not have to retire by rotation.

**7 Proceedings at shareholder meetings**

- 7.1 If the number of shareholders is more than one, two shareholders must be present to form a quorum. Otherwise, the quorum is to be one.
- 7.2 The chairman is not to have a second or casting vote.
- 7.3 The shareholders may participate in a meeting by conference telephone or video link.

**8 Proceedings at directors' meetings**

- 8.1 If the number of directors is more than one, two directors must be present to form a quorum. Otherwise, the quorum is to be one.
- 8.2 The chairman is not to have a second or casting vote.
- 8.3 The directors may participate in a meeting by conference telephone or video link.
- 8.4 If a director has disclosed an interest in writing to the company, that director can be counted in the quorum and may vote on any resolution concerning the matter in which that director has an interest.

**9 Directors' pensions, insurance and gratuities**

The directors have the power to provide themselves and/or former directors with pensions and/or insurances and/or gratuities, and they are to have the right to retain any benefit which they receive. Regulation 87 of Table A does not apply.

**10 Notices**

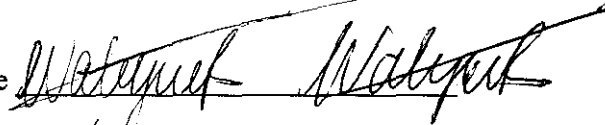
Written notices may be given by hand, by post, by fax or by e-mail.

**11 Directors' liability insurance**

The directors are to have the power to effect insurance for the benefit of themselves and/or former directors against any liability which they may incur for acts or omissions while carrying out or purporting to carry out their duties.

## Signatures, names and addresses of subscribers

1. Signature



Name

WALI WALEAddress OFFICE 131-792 WILMSLOW Rd MANCHESTER M20 6GL

2. Signature


Name

Address

Dated this 2.3.2005 day of WEDNESDAY  
8.3.2005 TUESDAY

Witness to the above signatures:

Signature



Name

AL-NOOR TARIQ

Address

25 LANGTHORNE STREET