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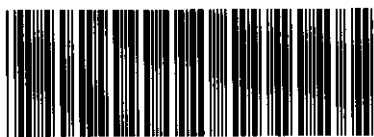
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5593015

The Registrar of Companies for England and Wales hereby certifies that  
TRADING COMPANY AC 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 14th October 2005



\*N05593015F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFPO34

**Declaration on application for registration**

559305

**Company Name in full** TRADING COMPANY AC LTD

I, **DAVID GORDON FCCA**

of **119A Hamlet Court Road, Westcliff-on-Sea, Essex, SS0 7EW**

† Please delete as appropriate.

do solemnly and sincerely declare that I am a <sup>†</sup>~~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**

Declared at **Jefferies, 129 Hamlet Court Road, Westcliff-on-Sea, SS0 7EW**

On 

Day	Month	Year
03	10	2005

① Please print name

before me **JOHN MALCOLM DUGG**

**Signed**

*John Malcolm Dugg*

**Date** 03/10/2005

<sup>†</sup> 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 DX number and Exchange of the person Companies House should contact if there is any query.

**Gorwins House Ltd**

**Ref: /2359**

**Gorwins House, 119a Hamlet Court Road, Westcliff-on-Sea**

**SS0 7EW**

**Tel 01702337358**

**DX number 39717**

**DX exchange Westcliff-on-Sea 2**

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**



Form revised June 1998

**Gorwins House**  
119a Hamlet Court Road  
Westcliff-on-Sea, Essex SS0 7EW  
Tel: 01702 337358 Fax: 01702 430414  
talktodg@breathemail.net  
www.friendlyaccountant.net

10

Please complete in typescript,  
or in bold black capitals.

CHFPO34

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full **TRADING COMPANY AC LTD**

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Gorwins House

119A Hamlet Court Road

Post town

Westcliff-on-Sea

County / Region

Essex

Postcode

SS0 7EW

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.

X

Agent's Name

Gorwins House Ltd

Address

Gorwins House

119a Hamlet Court Road

Post town

Westcliff-on-Sea

County / Region

Essex

Postcode

SS0 7EW

Number of continuation sheets attached

0

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Gorwins House Ltd

Ref: /2359

Gorwins House, 119a Hamlet Court Road, Westcliff-on-Sea

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

for companies registered in Scotland

DX 235 Edinburgh



Form revised July 1998

# Company Secretary (see notes 1 - 5)

Company name		TRADING COMPANY AC LTD	
NAME	* Style / Title		* Honours etc
* Voluntary details	Forename(s)	JANE ELIZABETH	
	Surname	SMITH	
	Previous forename(s)		
	Previous surname(s)		
Address		119A HAMLET COURT ROAD	
Usual residential address			
For a corporation, give the registered or principal office address.			
	Post town	WESTCLIFF-ON-SEA	
	County / Region	Essex	Postcode SS0 7EW
	Country	ENGLAND	

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

Consent signature

Date 03/10/2005

## Directors (see notes 1 - 5)

Please list directors in alphabetical order

NAME	* Style / Title		* Honours etc
Forename(s)	DAVID		
Surname	GORDON, FCCA		
Previous forename(s)			
Previous surname(s)			
Address		106 LORD ROBERTS AVENUE	
Usual residential address			
For a corporation, give the registered or principal office address.			
	Post town	LEIGH-ON-SEA	
	County / Region	Essex	Postcode SS9 1NE
	Country	ENGLAND	

Date of birth

Day Month Year  
0 2 0 4 1 9 4 2

Nationality British

Business occupation

DIRECTOR

Other directorships

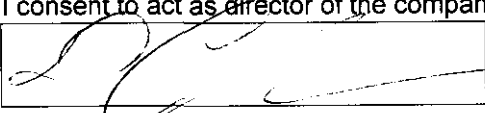
See attached schedule

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

Consent signature

Date 03/10/2005

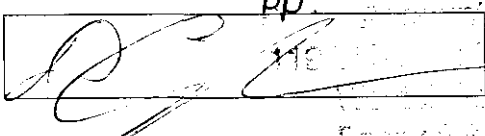
# Directors (continued) (see notes 1 - 5)

* Voluntary details	<b>NAME</b>	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>
		Forename(s)	<input type="text"/>		
		Surname	<input type="text"/>		
		Previous forename(s)	<input type="text"/>		
		Previous surname(s)	<input type="text"/>		
	<b>Address</b>				
	<b>Usual residential address</b>				
	For a corporation, give the registered or principal office address.				
		Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Day	Month	Year	
	<b>Date of birth</b>	<input type="text"/>	<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>		<b>Date</b>	<input type="text"/>	

**This section must be signed by**

**Either**

**an agent on behalf of all subscribers**

**Signed**  **Date** 03/10/2005

**Or the subscribers**

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

<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

## Schedule to FORM 10 Continuation sheet for Other Directorships

Company Number

Company Name in full

TRADING COMPANY AC LTD

Name of Director

DAVID GORDON, FCCA

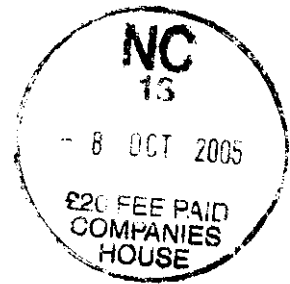
### Other Directorships (Continued)

PRIVATE BUSINESS & TAX SERVICES LIMITED  
GORWINS LIMITED

1095

000063/£ 40.

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION OF  
TRADING COMPANY AC LIMITED



- 1 The Company's name is TRADING COMPANY AC LIMITED
- 2 The Company's registered office is to be situated in England.
- 3 The Company's objects are:
  - a) "To act as a general commercial company and in particular but without prejudice to the generality of the foregoing to carry on within and without the United Kingdom all or any of the businesses of exporters, importers, manufacturers, agents, brokers, general merchants, dealers, consultants, maintainers, both wholesale and retail in all articles of commercial, manufacturing, personal and household use, including tangible, intangible, and intellectual, movable, and immovable, property, goods, materials, and services, and also any business associated with, complimentary to, and, or, necessary to the maintenance, promotion, and advancement of a general commercial company"
  - b) "To borrow, lend, lease, rent, acquire by deferred payment, any moneys, tangible asset, intangible asset, service, and, or, know-how deemed to be required for the furtherance of the preceding object".
- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100,000 divided into 100,000 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

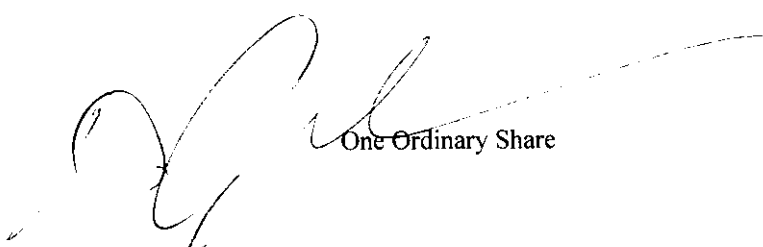


We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares in the capital of the Company shown opposite our respective names.

Names and addresses of subscribers

Number of shares taken  
by each subscriber

Gorwins House Ltd  
by David Gordon  
a duly authorised Officer  
119a Hamlet Court Road  
Westcliff-on-Sea  
ESSEX SSO 7EW




One Ordinary Share

Total shares taken

One ordinary share

Dated this 3rd day of October 2005

Witness to the above signatures:



Name: Mrs Jane Smith

Address: 119a Hamlet Court Road  
Westcliff-on-Sea  
ESSEX SSO 7EW



**THE COMPANIES ACT 1985  
(AS AMENDED BY THE COMPANIES ACT 1989)  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
TRADING COMPANY AC LIMITED**

**Preliminary**

- 1 The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 2 The following Regulations of the said Table "A" shall not apply to this Company videlicet: 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78, the second and third sentences of Regulations 79, Regulation 81, the fifth sentence of Regulation 88 and Regulations 94 and 95.

**Private company**

- 3 The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public.

**Shares**

- 4
  - (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
  - (b) After the first allotment of shares by the directors any further shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall be under the control of the directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members.
  - (c) In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90 of the said Act shall not apply to the Company.
  - (d) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares

or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution.

- (e) The Directors of the Company shall have the power to issue all or any of the unissued Shares that are for the time being comprised in the authorised share capital of the Company as Ordinary Redeemable Employee Shares.
- (f) The said Ordinary Redeemable Employee Shares shall be redeemable only at the option of the Company but the Directors of the Company shall immediately before the allotment of such shares specify the date on which or by which such Ordinary Redeemable Employee Shares are to be or may be redeemed but failing the Directors so determining such date immediately before allotment of such shares they shall be redeemable on the day which is eighty years from the date of allotment of the said Ordinary Employee Shares. All Ordinary Redeemable Employee Shares shall be redeemable at par or such higher value as the Board of Directors of the Company may in compliance with the Act determine at the time of issue of the Ordinary Redeemable Employee Shares.
- (g) The Directors power to allot Ordinary Redeemable Employee Shares shall only be exercised in favour of a person or persons who shall at the date of such allotment, hold a written contract of employment with or be an Officer of the Company. The Directors of the Company shall also have the power to impose such additional conditions relating to the holding of Ordinary Redeemable Employee Shares of the Company and to amend, alter or add to such conditions as subject to the provisions of the Act they shall from time to time think fit.

- 5 The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly.
- 6 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.'

#### **Transfer of shares**

- 7 The directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

#### **Redeemable shares**

- 8
  - (a) 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, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by special resolution before the issue thereof. Regulation 3 of Table A shall not apply to the Company.
  - (b) Subject to Chapter VII of the Act, and to Regulation 12, 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.

### **General meetings and resolutions**

- 9 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company.
- 10 Regulation 41 in Table A shall be read and construed as if the words 'and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.' were added at the end.

### **Appointment of directors**

- 11 The number of the directors may be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles or Table A being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally and the quorum for the transaction of the business of the directors shall be one. Regulation 64 in Table A shall not apply to the Company.
- 12 Any appointment or removal of an alternate director may be made by letter, cable, telex, telegram, facsimile or radiogram or in any other manner approved by the directors. Any cable, telex, telegram, facsimile or radiogram shall be confirmed as soon as possible by letter but is a valid appointment in the meantime. Accordingly Regulation 68 in Table A shall not apply to the Company.

### **Powers of directors**

- 13 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the 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.
- 14 (a) A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulations 94 to 97 in Table A shall be modified accordingly.  
  
(b) Any Director or member of a committee of the directors may participate in a meeting of the Directors or such committee where the purpose of that meeting is to discuss any form of management or financial action regarding any matter in which that Director may have a personal or financial interest. Providing only that he or she shall have declared his or her interest prior to the commencement of the meeting. The term personal or financial interest shall include the interests of the Director's spouse, children, parents, brothers or sisters and shall also include such close relatives of the Director's spouse. Any Director shall be entitled to request that his or her professional advisor be present at such meeting.

- 15 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 meeting in this manner shall be deemed to constitute presence in person at such meeting providing that such director shall approve by witnessed signature the minutes of any meeting at which he is deemed to be present by way of telecommunication, within twenty-eight days of the meeting. Except that where the director is deemed to have voted upon a proposal or resolution and that vote is material to the approval or disapproval of the resolution or proposition that resolution or proposition shall not come into force until such time as witnessed written approval has been received from such director(s) at the registered office of the company.

#### **Single member company**

- 16 If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

#### **Indemnity**

- 17 (a) Every director or other officer 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, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Companies Act 1985, 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985.
- (b) The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act.
- (c) Regulation 118 in Table A shall not apply to the Company.

#### **DISQUALIFICATION OF DIRECTORS**

18. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 291 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Sections 1 to 7, Section 8 (as amended by Section 79 of the Companies Act 1989) and Sections 9 and 10 of the Company Directors Disqualification Act 1986.
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Act.

## NOTICES

19. Subject to the provisions of paragraphs (a) and (b) of this Article proof that an envelope containing a notice was properly addressed, prepaid and posted by registered or recorded delivery or other similar service to his registered address shall be conclusive evidence that Notice was given.
- (a) Any notice served on a person at an address within the United Kingdom shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it was posted as aforesaid or in the event of a notice being served personally at the time such service took place.
- (b) Any notice served on a person at an address outside the United Kingdom in an envelope properly addressed, prepaid and posted as aforesaid shall be deemed to have been served at the expiration of forty-eight hours after the envelope containing it would have been delivered in the ordinary course of post in the circumstances prevailing at the time of posting.

## AUTHENTICATION OF DOCUMENTS - (DISPENSING WITH THE NEED TO HAVE A COMPANY SEAL)

20. Any documents or proceeding which requires authentication may be so authenticated by the signatures of a director and the secretary or other authorised officer of the company (CA 1984 s 41). In the case of such authentication, the use of a company seal is not required. Any authentication or certification to a document that is required may be effected in the following terms:

Certified a true copy

\_\_\_\_\_ (signature)                      \_\_\_\_\_ (signature)

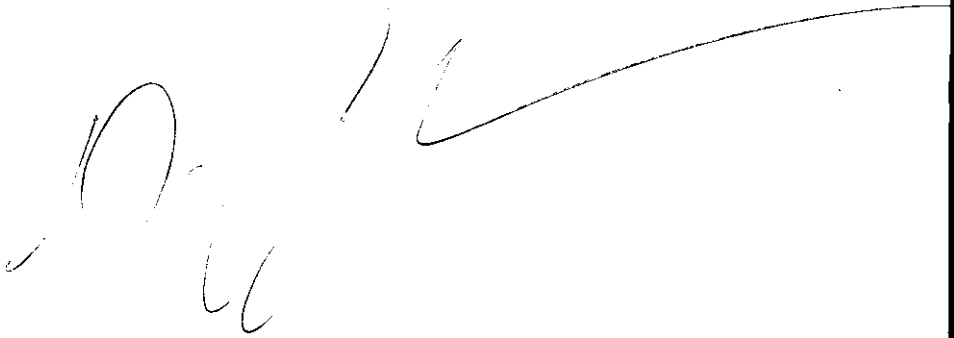
Director

Secretary

Dated this     day of             20

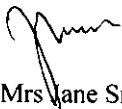
Names and Addresses of Subscribers.

Gorwins House Ltd  
119a Hamlet Court Road  
Westcliff-on-Sea  
ESSEX SSO 7EW



Dated this 3rd day of October 2005

Witness to the above signatures:-



Name: Mrs Jane Smith

Address: 119a Hamlet Court Road  
Westcliff-on-Sea  
Essex SS0 7EW