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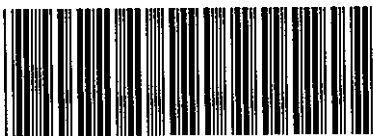
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3345744

The Registrar of Companies for England and Wales hereby certifies that
A A BUILDING SERVICES 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 4th April 1997



N03345744H

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

AA BUILDING SERVICES LIMITED



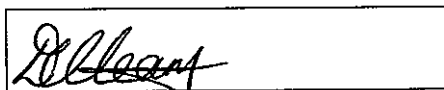
I, **DAWN CLEARY, ON BEHALF OF KINGSLEY SECRETARIES LIMITED**
of **BANK CHAMBERS, 1-3 WOODFORD AVENUE, GANTS HILL, ILFORD, ESSEX, IG2 6UF**

† 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



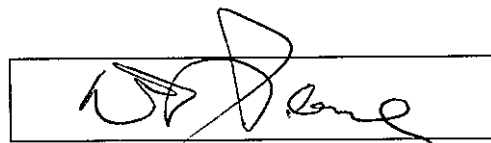
Declared at **365 EASTERN AVENUE GANTS HILL ESSEX**
the **24th** day of **MARCH**
One thousand nine hundred and ninety **SEVEN**

● Please print name.

before me ●

NICOLAS PEARCE

Signed



Date **24.3.97**

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.

KINGSLEY FORMATIONS LTD.
BANK CHAMBERS
1/3 WOODFORD AVENUE
GANTS HILL, ILFORD
ESSEX IG2 6UF Tel **0181-551-0222**
DX number **0181-551 0222** DX exchange

Companies House receipt date barcode

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

Companies House, Crown Way, Cardiff, CF4 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



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

10

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

AA BUILDING SERVICES LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BANK CHAMBERS

1-3 WOODFORD AVENUE

Post town

GANTS HILL, ILFORD

County / Region

ESSEX

Postcode

IG2 6UF

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

KINGSLEY FORMATIONS LIMITED

Address

BANK CHAMBERS

1-3 WOODFORD AVENUE

Post town

GANTS HILL, ILFORD

County / Region

ESSEX

Postcode

IG2 6UF

Number of continuation sheets attached

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.

KINGSLEY FORMATIONS LTD.

BANK CHAMBERS

1/3 WOODFORD AVENUE

GANTS HILL, ILFORD

ESSEX IG2 6UF

Tel

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or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

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

Usual residential address

For a corporation, 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 (continued) (See notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, 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

Signed

Date

Or the subscribers

Signed

Date

(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 and include the company's number.

3345744



The Companies Act 1985

COMPANY LIMITED BY SHARES

Memorandum of Association

of

A A Building Services Limited

1. The name of the Company is A A Building Services Limited
2. The registered office of the Company will be situate in England.
3. The objects for which the Company are established are:-

(a) (i) To carry on in conjunction with each other or as separate and distinct undertakings all or any of the following businesses: accountants; advertising and publicity agents; agents; agricultural engineers; amusement arcades operators; antique dealers; architects; bakers; bailiffs; blacksmiths; business promoters and advisers; booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events; book-keepers; boot and shoe retailers; bricklayers; brokers; butchers; builders; business advisers; business consultants; business transfer agents; car dealers, car hire services, taxi proprietors and operators; carpenters; carpet dealers and layers; catering contractors; civil engineers; clothing manufacturers; commodity traders; company formation agents; computer operators; confectioners; conference organisers; constructional engineers; consultants; consulting engineers; contractors; dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw material; dealers in foods and provisions of all kinds; dealers in health foods; dealers in plastics of all kinds; dealers in property and estates; decorators; double glazing and window consultants; dry cleaners; dyers and cleaners; electrical engineers; electrical retailers; electricians; employment agents; estate agents; excavation and demolition contractors; exporters; farmers; fashion designers; film producers and distributors; financial advisers; financial agents; financial brokers; financiers; fishmongers; florists; footwear manufacturers; furniture manufacturers and dealers; games dealers; garage proprietors; general dealers and repairers; general engineers; greengrocers; grocers; hairdressers; hardware merchants; heating and ventilation engineers and contractors;

hire purchase and leasing operators; horticulturists; importers; insurance agents; jewellers; joiners; ladies and gentlemen outfitters; leather and fancy goods dealers; locksmiths; mail order specialists; manufacturers; manufacturers of and dealers in all types of equipment and machinery; manufacturing and retail chemists; market research specialists; mechanical engineers; medical suppliers; merchants; motor engineers; painters; perfumery and cosmetic dealers; photographers and dealers in all kinds of photographic material and equipment; plant hirers; plasterers; plumbers; poultry merchants; printers; programmers and dealers; property developers and investors, property managers; property investment services; property investors; property management; proprietors of cafes; proprietors of clubs; proprietors of hotels; proprietors of launderettes, proprietors of restaurants; proprietors of shops; proprietors of vehicles and vessels of all kinds; public relations; public works and contractors; publishers; radio retailers; refrigeration engineers; scaffolders; scrap iron and waste merchants; secretaries; security advisers; sheet metal workers; shipping and forwarding agents; shop front fitters; shuttering manufacturers and erectors; sign makers; specialists and contractors; sports equipment dealers; stationers; storage contractors; structural engineers; surveyors; tailors; television retailers; textile merchants; tobacconists; toys dealers; transport and haulage contractors; travel agents; tool makers; tour operators; turf and sporting accountants; video dealers; warehousemen; welders; wine and spirit merchants; and to act as nominees, trustees, agents, factors, brokers, executors, administrators, receivers for or otherwise on behalf of Companies, Corporations, firms or persons; and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(ii) To carry on any other trade or business which can in the opinion of the board or directors, be advantageously carried on by the Company.

(b) To carry on any other business which in the opinion of the Company may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatsoever, moveable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To apply for, register or by other means acquire any patent, patent rights, brevets d' invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint agreement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in the Company or any other consideration in any other Company or business which in the opinion of the Company may be carried on so as to directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligation and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or Company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of any Company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations or such Company.

(p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

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

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

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 Description of Subscribers	Number of Shares Taken by Each Subscriber
--	--

Kingsley Business Services Limited
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF

One

Authorised Signatory:



Kingsley Secretaries Limited
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF

One

Authorised Signatory:



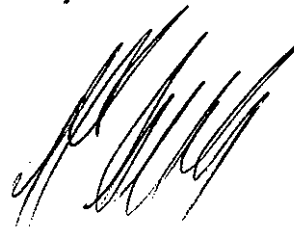
Number of Shares

Two

Dated this 24th day of March 1997

Witness to the above signature:

Harry Curtis
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF



Chartered Accountant

The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

of

A A Building Services Limited

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the Companies (Table A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1.00 each.
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 determine, subject in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulations 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefore, any decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply to the Company.

7. The first Director or Directors of the Company shall be the person named in the statement delivered under Section 10 of the Act.

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If at any time and from time to time there shall be only one Director (other than the alternate directors) of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

9. No persons shall be appointed a Director at any general meeting unless:-

(a) he is recommended by the Directors: or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of this willingness to be appointed.

10. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as a Director either to fill a vacancy or as an additional Director.

11. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for re-appointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.

12. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such a Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.

13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director of such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

15. The Company shall not be subject to section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever their age, and no Director shall be required to vacate their office of Directors by reason of their attaining the age of seventy years or any other age.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to section 80 of the Act, 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.

SECRETARY

17. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary is capable of acting, the Directors may appoint an assistant or deputy Secretary.

NAMES AND ADDRESSES OF SUBSCRIBERS

Kingsley Business Services Limited
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF

Authorised Signatory:



Kingsley Secretaries Limited
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford,
Essex, IG2 6UF

Authorised Signatory:



Dated this 24th day of March 1997

Witness to the above

Harry Curtis
Bank Chambers
1-3 Woodford Avenue
Gants Hill, Ilford
Essex, IG2 6UF



Chartered Accountant