



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

Company Number

99407

I hereby certify that

ARROWPOINT SERVICES LIMITED

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

Signed at Edinburgh

4 June 1986

A handwritten signature in black ink, appearing to read "Eric Longhead", written over a horizontal line.

Registrar of Companies



**Statutory Declaration of compliance with requirements on application for registration of a company**

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

099407

Name of company

\* ARROWPOINT SERVICES LIMITED

\* Insert full name of Company

I, WILLIAM ROBERT SADDLER

of 27 CASTLE STREET, EDINBURGH

† 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(2)]† and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at EDINBURGH

Declarant to sign below

the 20th day of May

One thousand nine hundred and EIGHTY SIX

before me [Signature]

*WR Sadder*

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name address and reference (if any):

**Scott's Company Formations Limited**

27 Castle Street  
Edinburgh EH2 3DN

For official Use  
New Companies Section

27 MAY 1986

Post room

21 MAY 1986

# of Association

COMPANY LIMITED BY SHARES



099407 | 2

ARROWPOINT SERVICES LIMITED

1. The name of the Company is ARROWPOINT SERVICES LIMITED

2. The Registered Office of the Company will be situate in Scotland.

3. The objects for which the Company is established are:—

(A)

To carry on in Scotland and elsewhere all or any of the businesses of electrical contractors; contractors for domestic, commercial and industrial installations, repairs and maintenance thereof; electrical, electronic, sound, television, heating, lighting, telephone, mechanical and general engineers, designers, manufacturers, fitters, installers, maintainers, repairers, hirers, letters on hire of, agents for and dealers in electrical and electronic equipment, devices, appliances, accessories and supplies of every description; installers and maintainers of systems for heating, lighting and the supply of power, television, telephone apparatus and remote control apparatus of every description; to act generally as contractors and sub-contractors and consultants in all matters relating to the application or operation of electrical and electronic goods and systems wholesale and retail dealers in electrical electronic, sound and visual reproducing apparatus and equipment, valves, components and accessories; dealers in domestic appliances of every description, artificial lighting apparatus, electrical plant, machinery and fittings, heating and ventilating plant; to act generally as contractors and sub-contractors and consultants in all matters relating to the application or operation of electrical and electronic goods and systems; commission and general agents, factors, brokers, warehousemen, general merchants and traders; builders and contractors for construction work of any kind and for the maintenance, preservation, protection, support or demolition of any building or structures; builders' merchants, dealers in building materials of all and any description, electrical and electronic goods, building contractors' plant, machinery and equipment of every description; to manufacture, buy, sell and deal in all plant, machinery, merchandise and goods of all kinds capable of being used for the purpose of the foregoing businesses or any of them or likely to be required by any of the customers of or persons having dealings with the Company;

A.R.O. EDINBURGH  
27 MAY 1986  
B

21 MAY 1986

2128 08560 0A 005000

2128 08560 0 005000

- (B) To guarantee or give security for the payment or performance of any debts, contracts, or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stocks, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (G) To borrow money and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

- (H) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 736 and 744 of the Companies Act 1985 or another subsidiary, as defined by the said section of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (J) To receive money on deposit or loan upon such term as the Company may approve, and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copy-rights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights and information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.
5. The share capital of the Company is £ 100 divided into 100 shares of £1 each.



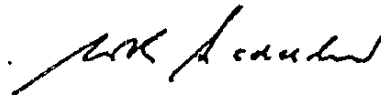
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers      Number of Shares taken by each Subscriber

WILLIAM R. SADDLER  
27 CASTLE STREET  
EDINBURGH EH2 3DN

ONE

Company Registration Agent



JEANETTE SADDLER  
27 CASTLE STREET  
EDINBURGH EH2 3DN

ONE

Company Registration Agent



DATED the 20th May 1986

Witness to the above Signatures

MARGARET J. SADDLER  
27 CASTLE STREET  
EDINBURGH EH2 3DN

Formation Manager



# ARTICLES OF Association

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

OF

099407/3

ARROWPOINT SERVICES LIMITED

---

## PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. Regulations 23, 24, 40, 46, ~~51, 64, 73, 74~~, 75, 78, 81, 89 and 94 of Table A 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.

## SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and provided that no shares shall be issued at a discount, except as permitted by the Act.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Directors may, subject to these articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors be eventually offered in the manner aforesaid.

**LIEN**

5. The lien conferred by Regulation 8 of Table A shall extend to all shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such shares.

**SHARE TRANSFERS**

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

**PROCEEDINGS AT GENERAL MEETINGS**

7. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

**DIRECTORS**

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act

9. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
10. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he is representing.
11. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
12. The office of a Director shall be vacated:—
  - (1) If by notice in writing delivered to the Company at its registered office or tendered at a meeting of the Directors he resigns the office of Director.
  - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
  - (3) If he becomes of unsound mind.
  - (4) If he is prohibited from being a Director by reason of any order made under the Acts.
  - (5) If he is removed from office by a resolution duly passed in accordance with the Acts.

**PROCEEDINGS OF DIRECTORS**

13. The quorum necessary for the transaction of the business of the Directors may be fixed by them and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

**SECRETARY**

14. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

**INDEMNITY**

15. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

---

Names, Addresses and Descriptions of Subscribers

WILLIAM R. SADDLER  
27 CASTLE STREET  
EDINBURGH EH2 3DN

Company Registration Agent



JEANETTE SADDLER  
27 CASTLE STREET  
EDINBURGH EH2 3DN

Company Registration Agent



---

DATED the 20<sup>th</sup> May 1986

Witness to the above Signatures

MARGARET J. SADDLER  
27 CASTLE STREET  
EDINBURGH EH2 3DN

Formation Manager





Statement of first directors and secretary and intended situation of registered office

10

Please do not write in this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete legibly, preferably in black type, or bold block lettering

For official use

099407/5

Name of company

\* Insert full name of company

ARROWPOINT SERVICES LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

2 HOLMBRAE AVENUE
UDDINGSTON
GLASGOW
Postcode G71 6AL

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below



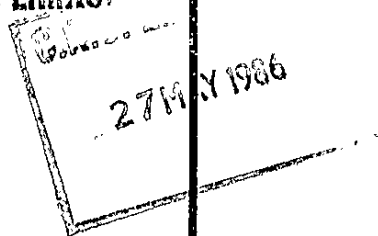
Scott's Company Formations Limited
27 Castle Street
Edinburgh EH2 3DN
Tel. 031-225 4973
Postcode

Number of continuation sheets attached (see note 1)



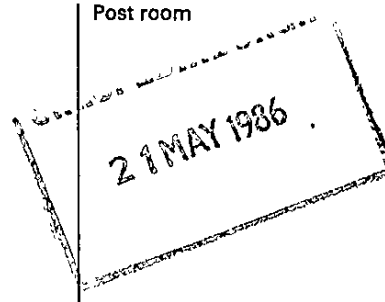
Presenter's name address and reference (if any):

Scott's Company Formations Limited
27 Castle Street
Edinburgh EH2 3DN
Tel. 031-225 4973



For official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) WILLIAM ROBERT SADDLER		Business occupation	
		COMPANY REGISTRATION	
Previous name(s) (note 3)		Nationality AGENT	
Address (note 4) 27 CASTLE STREET		BRITISH	
EDINBURGH		Date of birth (where applicable)	
	Postcode	EH2 3DN (note 6)	
Other directorships †			
SCOTT'S COMPANY FORMATIONS LIMITED			
I consent to act as director of the company named on page 1			
Signature <i>WR Sadder</i>		Date 20/5/86	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

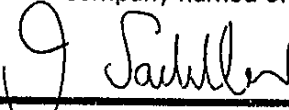
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	



Please do not write in this margin

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please complete legibly, preferably in black type, or bold block lettering

Name (notes 3 & 7)		JEANETTE SADDLER	
Previous name(s) (note 3)		27 CASTLE STREET	
Address (notes 4 & 7)		EDINBURGH	
		Postcode	EH2 3DN
I consent to act as secretary of the company named on page 1			
Signature		Date	
		20/5/86	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is signed by the subscribers

		Date	
Signature of agent on behalf of subscribers		20/5/86	

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date