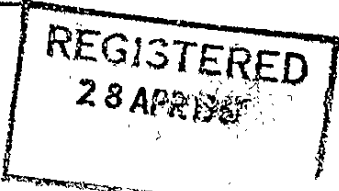


Number of  
Company

904968



# THE COMPANIES ACT, 1948



DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

HAWKINS FLOORING CONTRACTORS  
LIMITED

Presented by

Document Filer's Reference JMA

Richards, Butler & Co.,

Stone House, 128-140 Bishopsgate

London, E.C.2.

20 APR 1948

No. 41  
(2s. filing fee is 4s.)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 5 Victoria Street, S.W.1;  
15 Hagover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



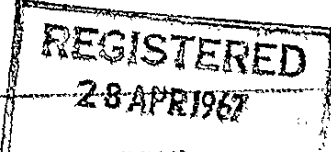
Number of  
Company

904908

Form No. 25

# STATEMENT OF THE NOMINAL CAPITAL

OF



HANKINS FLOORING CONTRACTORS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature Richards, Butler & Co.

Description Solicitors

Dated the 18<sup>th</sup> day of April 1967

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Richards, Butler & Co.,  
Stone House, 128-140 Bishopsgate,  
London, E.C.2.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



COMPANIES  
REGISTRATION

904908

COMPANY LIMITED BY SHARES



# Memorandum of Association

OF

REGISTERED  
28 APR 1967

## HAWKINS FLOORING CONTRACTORS LIMITED

1. The name of the Company is "HAWKINS FLOORING CONTRACTORS LIMITED".

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

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

(A) To carry on the trades or businesses of layers and installers of all types of floors or floor coverings, decorators, wood workers, builders, and maintenance contractors, and to contract for the performance of any services, or the execution of any work in relation to such trades or businesses or any of them, and to manufacture, buy, sell and otherwise deal in all materials or articles necessary for such purposes or any of them.

(B) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.

(C) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase

COMPANIES REGISTRATION  
28 APR 1967

participation in syndicates, exchange or otherwise, and whether or not fully paid up 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 or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.

- (D) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (E) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, trade marks, patents, patent rights, brevets d'invention, licences, rights or privileges which the Company may think necessary or convenient for the purpose of its business, and to use, exercise, develop or grant licences, rights or options in respect of or otherwise turn to account the property, rights or information so acquired, and to develop, improve, test or otherwise deal with any patents, inventions or rights which the Company may acquire or be otherwise interested in.
- (G) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (H) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the

purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (I) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (K) To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.

- (L) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (M) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (N) To amalgamate with any other company.
- (O) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (P) To distribute any of the Company's property or assets among the members in specie.
- (Q) To cause the Company to be registered or recognised in any foreign country.
- (R) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (S) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

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, 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 DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>David Pullen</i>            DAVID MARQUISS PULLEN            Stone House            128/140 Bishopsgate            London E.C.2            Articled Clerk</p>	<p>One</p>
<p><i>M. Aylwin</i>            JOHN MORRIS AYLWIN,            Stone House,            128/140 Bishopsgate,            London, E.C.2.            Articled Clerk</p>	<p>One</p>

DATED this 18<sup>th</sup> day of April, 1967. ✓

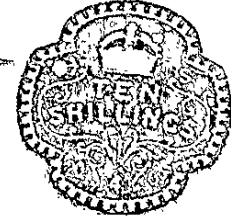
WITNESS to the above Signatures:-

*Debenfield.*  
 (R.C. Bennison)  
 Stone House,  
 128-140, Bishopsgate,  
 London, E.C.2.  
 Solicitor's Ack.

904908

COMPANY LIMITED BY SHARES

REGISTERED  
28 APR 1967



Articles of Association

OF

**HAWKINS FLOORING CONTRACTORS  
LIMITED**

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall constitute the regulations of the Company.

2. Regulations 4, 24, 75, 77, 78, 84, 87 and 89 to 97 (inclusive) of Table A shall not apply to the Company.

3. The Company is a private company and accordingly:-

(a) The Directors may, without assigning any reason, decline to register any transfer of shares.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

4. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 54 of Table A.

6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

7. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two nor more than seven. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

9. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any

Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The proviso to Regulation 79 of Table A shall not apply to the Company.

11. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall arrange.

(B) A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(C) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of

entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested, A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

12. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary, or which is a predecessor in business of the Company or of any such other company as aforesaid, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful

object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid: Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family, or dependants of any such person.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

*David P. Pullen*  
DAVID MARQUESS PULLEN  
Stone House  
128/140 Bishopsgate  
London E.C.2  
Articled Clerk

*M. Hylwin*  
JOHN MORRIS HYLWIN,  
Stone House,  
128/140, Bishopsgate,  
London, E.C.2.  
Articled Clerk.

DATED this 18<sup>th</sup> day of April, 1967.

WITNESS to the above Signatures:-

*Robert Field*  
(R.C. BENFIELD)  
Stone House,  
128. 140. Bishopsgate,  
London. E.C.2.  
Solicitor's Clerk.

DUPLICATE FOR THE FILE.

No. 904908



# Certificate of Incorporation

I Hereby Certify that

**HAWKINS FLOORING CONTRACTORS LIMITED**

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-EIGHTH DAY OF APRIL ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L.S. Whitfield*  
Assistant Registrar of Companies.

Certificate received by

SEE SEPARATE RECORD

Date