

"The Companies' Act, 1929."



Declaration of Compliance

with the requirements of the Companies Act, 1929, on Application for Registration
of a Company, pursuant to Section 15 (2).

REGISTERED
11 JAN 1933

The

PALL MALL WINDOW CLEANING COMPANY

Limited.

Presented for Registration by

PUBLISHED AND SOLD BY

ALFRED H. ATKINS, Limited,

Simon Haynes Barlas & Ireland, Joint-Stock Companies' Registration Agents, Stationers & Printers,

27 & 28 FETTER LANE, FLEET STREET, LONDON, E.C.4.

117-123 Great Portland Street, Telephone: CENTRAL 1003 & 1020.

Telegrams: "PRINTING, FLEET, LONDON."

I, the undersigned, Michael Arthur Simon

of 117-123 Great Portland Street in the County of
London

(a) Here insert:
"A Solicitor of the Supreme Court (or in Scotland, an "Enrolled Law-Agent") engaged in the formation,"
or
"A person named in the "Articles of Association as a "Director or Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor
of the Supreme Court engaged in the formation

of THE PALL MALL WINDOW CLEANING COMPANY,

LIMITED,

and that all the requirements of the Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto 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 42 Bedford Square

in the County of London

the 7th

day of January One thousand

nine hundred and thirty three

before me.

[Signature]
A Commissioner for Oaths.

[Signature]



The PALL MALL WINDOW CLEANING COMPANY,

Limited.

REGISTERED
11 JAN 1933

STATEMENT of the Nominal Capital, made pursuant to s. 112 of 54 and 55 Vict. ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9, Finance Act, 1899 and by s. 30 of the Finance Act, 1920. Note—The Stamp Duty on the Nominal Capital is ONE POUND 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.

Presented for Registration by

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SIMON HAYNES BARLAS & IRELAND, Joint-Stock Companies' Registration Agents, Stationers & Printers,

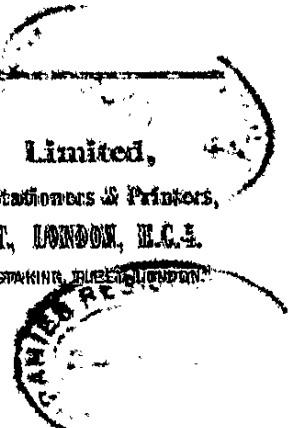
27 & 28 FETTER LANE, FLEET STREET, LONDON, E.C.4.

117-123 Great Portland Street, Telephone: "CENTRAL 1050 & 1050."

Telegrams: "PAYING BANK, LONDON."

L.L.

8-10



THE NOMINAL CAPITAL OF

The PALL MALL WINDOW CLEANING COMPANY

Limited,

is Two thousand Pounds,

divided into Two thousand

Shares of _____ One Pounds each.

Signature H. O. Smith

Description Director

Date 6th January 1933

This Statement must be signed by an Officer of the Company.



212000/3

"THE COMPANIES ACT, 1929."



COMPANY LIMITED BY SHARES.

Memorandum of Association

REGISTERED

11 JAN 1933

The Pall Mall Window Cleaning Company, LIMITED.

1. The Name of the Company is "THE PALL MALL WINDOW CLEANING COMPANY, 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 acquire and take over as a going concern the business now carried on by HAROLD OAKLEY CHISLETT SMITH at 24 Orange Street, Leicester Square, London, under the style or firm of "THE PALL MALL & CITY WINDOW CLEANING COMPANY" and all the assets and liabilities of the proprietors of that business in connection therewith and, with a view thereto, to enter into and carry into effect (either with or without modification), an Agreement which has already been prepared and is expressed to be made between the said HAROLD OAKLEY CHISLETT SMITH and GEORGE HURTON RIBBELL of the one part and the Company of the other part, the draft whereof has, for the purpose of identification, been endorsed with the signature of SYDNEY HAROLD HAYNES, a Solicitor of the Supreme Court.

(B) To carry on business as vacuum cleaners, steam cleaners, carpet cleaners, marble cleaners, window cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney-sweeps, fumigators, vermin and insect destroyers and generally to undertake cleaning and fumigation of any kind.

(C) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, ironmongers and hardware dealers, manufacturing and wholesale and retail chemists, painters, polishers, decorators, paperhangers, plasterers, builders.

joiners, engineers, electricians, wireless goods' manufacturers, carriers, haulage contractors, metal and waste goods' merchants, garage proprietors, coal, coke and fuel merchants, cement and lime merchants, brick, tile and builders' materials merchants and general contractors.

(D) To manufacture, grow, import, buy, sell, exchange, clean, erect, instal, repair, alter, remodel, let or take on hire, or otherwise deal in, any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades as aforesaid.

(E) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not which can, in the opinion of the Company, be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

(G) To construct, maintain and alter any shops, stores, show-rooms, factories or other buildings or works necessary or convenient for the purposes of the Company.

(H) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(I) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.

(J) To borrow or raise or secure the payment of money, whether the same shall exceed the nominal capital of the Company or not in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(M) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(N) To remunerate any person, firm or company, rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(O) To apply for, purchase or otherwise acquire, any patents, *brevets d'invention*, trade marks, designs, secret or other information as to patents, or any interest therein, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being profitably dealt with; and to test, exploit, use, exercise, develop, grant licences in respect of and otherwise turn to account, any such patents, *brevets d'invention*, trade marks, designs, information, licences, concessions or other rights or privileges as aforesaid, and the like, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.

(P) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(Q) To engage and appoint all necessary or desirable managers, experts and specialists, assistants, travellers, collectors, agents and other servants, for any department or branch of the Company's business or undertaking, and from time to time, if thought expedient, to remove or suspend such officers, experts or servants as aforesaid, and to appoint others in their stead.

(R) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(S) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

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

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £2,000, divided into 2,000 Ordinary Shares of £1 each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine; provided always that if and whenever the Capital of the Company is divided into Shares of different classes, the rights and privileges of any such class may be varied with the consent in writing, of the Holders of three-fourths of the issued Shares of such class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of that class. At every such separate General Meeting, the quorum shall be two persons at least holding or representing by proxy, one third of the issued Shares of the class.

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Mem
Share

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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><u>Harold Oakley Chislett Smith</u> 48 Burlington Mansions St Martin's Lane London W.C.2 Window Cleaning Contractor</p>	<p>One Ordinary</p>
<p>Jessie Agnes Graham 47 1/2 Tavistock Square London W.C.1 Spinster</p>	<p>One Ordinary.</p>

Dated this 6th day of January, 1933.

Witness to the above Signatures:-

S. Harold Hayes
 Solicitor
 117-123 St. Paul Street,
 W.C.1.



272033 / 4



"THE COMPANIES ACT, 1929."

—o—
COMPANY LIMITED BY SHARES.
—o—

REGISTERED
11 JAN 1933

Articles of Association

or

The Pall Mall Window Cleaning Company, LIMITED.

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter called "Table A") shall apply to the Company, save insofar as they are excluded or varied hereby; that is to say, the clauses of Table A numbered 3, 10, 45, 64, 65, 72 and 82 shall not apply to this Company, but in lieu thereof and in addition to the remaining clauses of Table A the following shall be the regulations of the Company.

2. 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) shall not at any time exceed fifty.

3. The Company shall not at any time offer to the public for subscription any of its shares or debentures.

4. The Initial Capital of the Company is divided into 2,000 Ordinary Shares of £1 each.

5. The following regulations shall have effect, namely:—

(A) No share shall be transferred to any person without the unanimous approval of the Board, except on the condition set out in sub-article (c).

(B) Any holder wishing to transfer any share shall give notice in writing to the Directors of such his wish, and thereupon the Directors other than the holder (if the holder shall be a Director) may within 30 days of such notice give to the holder notice in writing of their intention to purchase such



share, and the holder shall thereupon be bound upon payment or provision of the price to be ascertained as herein-after provided, to transfer the shares to the Directors or their nominees or nominee.

(c) If the Directors shall not within the said 30 days give such notice of intention to purchase, or if after giving such notice they or their nominees or nominee shall for the space of two calendar months after such notice make default in paying or providing the price then the holder shall be at liberty to transfer the said shares to any transferee, but such liberty shall only continue for the period of 12 months from the date of the notice by the Directors of intention to purchase, or if no such notice is given, then from the date of notice by the holder of his wish to transfer.

(d) If any holder of any share shall become bankrupt or shall commit any act of bankruptcy or make an arrangement with his Creditors, whether by way of composition or otherwise, or do anything to give cause for a dissolution of a partnership if the business of the Company were carried on by a firm of partners then and in any such case the Directors other than the holder (if the holder shall be a Director) may by unanimous resolution within three months of the event, or discovery of the event aforesaid, give to such holder or his trustee or assignee notice in writing to enforce the transfer of all shares belonging to such holder to the Directors or their nominees or nominee, such notice to have all the effect of a notice by the Directors under sub-Article (b).

(e) In the case of the death of the holder of any share the obligation of this Article shall apply to his personal representatives; the probate or letters of administration, as the case may be, shall be produced to the Company, and before or within three months of such production the Directors may enforce a transfer of all shares belonging to the deceased holder as provided in sub-article (d).

(f) At the Ordinary General Meeting in each year, the Company may, by resolution, fix for the ensuing twelve months the price at which the shares of each class for the time being forming part of the Capital of the Company may be purchased in pursuance of a sale notice. The price to be so fixed shall in the case of each such class be not less than such a sum as, having regard to the dividends declared by the Company in the three last preceding years, or such less period as shall have elapsed since the first issue of any shares of that class would, if invested in shares of the Company at par, give an average return of 7 1/2 per cent. per annum thereon. The sum fixed as aforesaid at the Ordinary General Meeting immediately last preceding the service of a sale notice shall for the purposes of this Article be deemed to be the fair value of any share comprised in such notice for such period. In the

event of the fair value not having been fixed as herein provided the Company shall, at the expense of the retiring member, employ the Chartered Accountant of the Company to assess the value of the said shares.

(g) If any holder who shall have become bound under this Article to transfer any share shall make default in so doing, any Director whom the Board may appoint in that behalf may receive the price from the transferee, and the Board shall thereupon cause the name of the transferee to be entered in the register as the holder of a share, and the Director so appointed as aforesaid shall hold the price in trust for the holder so making default as aforesaid, his executors, administrators, trustee or assignee, without any liability to enforce the same or to account for any interest thereon while so held. The receipt of such Director, as aforesaid, for the price, shall be a good discharge to the transferee, who shall not be bound to see to the application thereof, and after his name shall have been entered in the register in purported exercise of the power arising under this sub-article the validity of such transaction shall not be questioned.

6. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

7. When any shares shall have been forfeited an entry shall forthwith be made in the register of members of the Company stating the forfeiture and the date thereof, and so soon as the shares so forfeited shall have been disposed of an entry shall also be made of the manner and the date of the disposal thereof.

8. The lien conferred by Clause 7 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of the several joint holders.

MODIFICATION OF CLASS RIGHTS.

9. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate Meeting of the Members of that class. To any such separate Meeting all the provisions of these Articles and as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two Members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class.

BORROWING POWERS.

10. The Directors may from time to time, at their discretion, raise or borrow or secure the payment of any sum or sums of money, for any debt, claim or other liability payable from or by the Company (whether the same shall exceed the nominal capital of the Company or not), in such manner and upon such terms and conditions as they may think fit, and if secured by debentures, the same shall or may be charged upon all or any part of the undertaking, property, goodwill, business and assets of the Company, both present and future, including its uncalled capital for the time being. Any debenture or debenture stock may be issued with any special privileges as to redemption, surrender, attending or voting at General Meetings of the Company, appointment of Directors, or otherwise, as the Directors may think fit.

VOTES OF MEMBERS.

11. A poll shall be held whenever demanded by one member and Clause 50 of Table A shall be read as if this power to demand a poll were substituted for the powers to demand a poll therein contained. At all General Meetings two Shareholders shall form a quorum. Votes may be given either personally or by proxy, and such proxy need not be a member of the Company.

12. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the Capital of the Company, every Member shall have one vote on a show of hands and in the case of a poll shall have one vote for every share of which he is a holder.

DIRECTORS.

13. Until otherwise determined by a General Meeting, the number of Directors shall be not less than 2 nor more than 5.

14. HAROLD OAKLEY CHISLETT SMITH, GEORGE HUTTON RIDDELL and JESSIE AGNES GRAHAM shall be the first Directors of the Company, each of them the said HAROLD OAKLEY CHISLETT SMITH and GEORGE HUTTON RIDDELL shall continue in office as Director until he shall die or until any of the events set forth in Clause 21 hereof shall take place, on the happening of which the office of Director is therein expressed to be vacated. Provided that residence abroad shall not disqualify the said GEORGE HUTTON RIDDELL from acting as a Director. The Directors shall have power to appoint any other persons to be Directors at any time before the Ordinary General Meeting but so that the total number of Directors shall not exceed the maximum hereinbefore described.

15. HAROLD OAKLEY CHISLETT SMITH shall be Chairman of the Company and of the Board of Directors so long as he shall continue a Director.

16. The office of a Director shall not be vacated by reason of his holding any other office or employment under the Company except that of Auditor.

17. There shall be added to Clause 79 of Table A the words "Provided always that the total number of Directors shall not at any time exceed the maximum hereinbefore mentioned, and that no additional Director shall be appointed without the approval of the first Directors so long as they shall respectively continue Directors."

18. The remuneration of the Directors shall from time to time be determined by the Members of the Company in Annual General Meeting.

19. A resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

20. At all meetings of Directors two shall form a quorum.

DISQUALIFICATION OF DIRECTORS.

21. The office of Director shall be vacated:—

(a) If he becomes bankrupt or insolvent or compound with his creditors.

(b) If he become of unsound mind or become a lunatic.

(c) If he be convicted of an indictable offence.

(d) If he cease to hold the necessary qualification in shares or stock, or does not obtain the same within one month from the date of his appointment.

(e) If he gives the Directors one month's notice in writing that he resigns his office. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors, or any entry shall have been made in the Directors' minute book, stating that such Director has ceased to be a Director of the Company.

PROCEEDINGS OF DIRECTORS.

22. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally, and Articles 52, 53, 54 and 55 of Table A shall be deemed to be extended to apply to all Directors meetings and resolutions.

23. With the unanimous approval of all the Directors, any Director shall have full and free power to trade with the Company, and the Company shall have the like power to trade with any Director in all respects as if he had not been a Director, and no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lessee, lessor or otherwise, nor shall any such contract or any contract or arrangement entered

into by or on behalf of the Company with any other person, firm or company in which any Director shall be in any way interested, be avoided by any such reason as aforesaid, or by reason of the fact that any such Director so contracting or being so interested as aforesaid may have voted in respect thereof, nor shall any Director or company so contracting or being so interested be liable to account to the Company for any profit realised by any such contract as aforesaid by reason of such Director holding that office, or of the fiduciary relationship thereby established.

24. The Directors may from time to time entrust to and confer upon the Managing Director all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money, issue debentures), that they may think fit; but the exercise of all powers by the Managing Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

NOTICES.

25. It shall not be necessary to give a notice of general or other meetings to any person entitled to a share in consequence of the death or bankruptcy of a member, unless such person shall have been duly registered as a member of the Company.

WINDING-UP.

26. With the sanction of an Extraordinary Resolution of the shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between the members of the Company in specie or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

PRELIMINARY EXPENSES.

27. The Company shall pay all costs, charges, fees, duties and all other expenses, preliminary and incidental to the formation, and registration of the Company.

 Names, Addresses and Descriptions of Subscribers.

Harold Oakley Chislett Smith
 48 Burlington Mansions
 St Martin's Lane London
 WC₂
 Window Cleaning Contractor

Jessie Agnes Graham
 44 Tavistock Square
 London WC₁
 Spinster

Dated this 6th day of January, 1933.

Witness to the above Signatures:

S. Harold Argyson

Solicitor
 117-123 St. Paul Street,
 E.C.
 London

DUPLICATE FOR THE FILE.

No. 272036



Certificate of Incorporation

I Hereby Certify,

That

THE PALL MALL WINDOW CLEANING COMPANY, LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this eleventh day of January One Thousand Nine Hundred and thirty-three.

Registrar of Companies.

Certificate received by

John Boyle, 117, St. Pauline St. W.

Date 11/21/33.

272036 / 26.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Special Resolutions

- of -

PALL MALL WINDOW CLEANING COMPANY
LIMITED.

REGISTERED
12 APR 1949

At a General Meeting of the above-named Company held at 24, Orange Street, Leicester Square in the County of London on Tuesday the 29th day of March, 1949, the following resolutions were passed as SPECIAL RESOLUTIONS:-

That the Articles of Association of the Company be altered:-

(a) by deleting subclause (E) of Article 5 thereof and by substituting therefor the following Article, viz:-

The Personal Representatives of the late Harold Oakley Chislett Smith and of Roy Chislett Oakley Smith respectively and the beneficiaries of any shares in the capital of the Company entitled thereto under the respective Wills or intestacies of the said Harold Oakley Chislett Smith and Roy Chislett Oakley Smith shall be entitled to be registered as holders of such shares to which they may be entitled without complying with the foregoing formalities.

(b) By the deletion of Articles 14 and 15 and by substituting therefor the following Article to be numbered 14, viz:-

14. The said Roy Chislett Oakley Smith shall be entitled during his life or by his Will to nominate one person to succeed him on his death or retirement as a Director of the Company and the Company shall give effect to such nomination.

R. Oakley Smith
Chairman.

12 APR

Filed by:-

272036



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolutions

- of -

PALL MALL WINDOW CLEANING COMPANY LIMITED

Passed the 21st day of March, 1963.

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at the Registered Office on Thursday the 21st day of March 1963 the following Resolutions were passed as SPECIAL RESOLUTIONS viz :-

1. That the nominal share capital of the Company be increased to £4,000 by the creation of 2,000 Shares of £1 each ranking in all respects pari passu with the existing Shares of the Company.

RECORDED
9 APR 1963

2. That upon the recommendation of the Directors, it is desirable to capitalise the sum of £2,000 consisting of part of the undivided profits of the Company standing to the credit of the Company's Profit and Loss Account and accordingly that such sum of £2,000 be and the same is hereby capitalised and that the Directors be and they are hereby authorised and directed to appropriate and apply such sum in paying up in full 2,000 unissued Shares of £1 each in the Capital of the Company and to allot and distribute such Shares credited as fully paid up and by way of capitalisation of profits to and amongst the holders of the existing issue of the Shares in the capital of the Company or their nominees in the proportion of one such fully paid Share for each one issued Share now held by them respectively and that such Shares so distributed shall be accepted by such Shareholders in full satisfaction of their respective interests in the said capitalised sum and shall be treated for all purposes as an increase of the nominal amount of the capital of the Company held by such Shareholders and not as income.

R. Berkeley Smith
Chairman

MS

CERTIFY that this Resolution has printed by the Lithographic process.

For H. A. JUST & Co. LTD.

P. Hales

212

No. of Company 27203



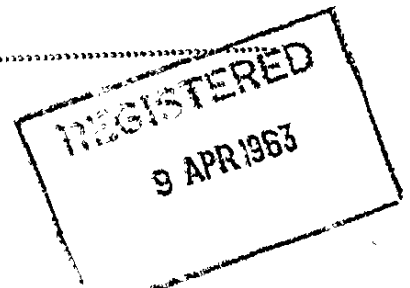
Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital Pursuant to Section 63

Name of Company :

Pace Hall Window Blanking
Company
LIMITED



NOTE. This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

Stanley J. ...
" Solo Square ...

H. A. JUST & CO. LTD.
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone: TEMPLE BAR 2261

272036

To THE REGISTRAR OF COMPANIES.

Lea Hall Window Blowing Company LIMITED,

hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that

by a* *Special* Resolution of the Company dated the

21st day of *March* 19 *63* the Nominal Capital

of the Company has been increased by the addition thereto of the sum of

£ *2,000* beyond the Registered Capital of £ *2,000*

The additional Capital is divided as follows :—

Number of Shares	Class of Shares	Nominal amount of each Share
<i>2000</i>	<i>Ordinary</i>	<i>£1</i>

The Conditions (e.g. voting rights, dividends, winding up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

Paripassu with existing shares

If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature *R. Dakley Smith*

State whether Director or Secretary | **MANAGING DIRECTOR**

Dated the *21st* day of *April* 19 *63*

*"Ordinary" "Extraordinary" or "Special"

THE STAMP ACT, 1891
(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital
of

Wall Hall Window Cleaning
Company
LIMITED

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

REGISTERED
9 APR 1963

NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable (Section 5 of the Revenue Act 1903)

Presented by

Anthony Hunter to
1, 20th Square, W.4

H. A. JUST & CO. LTD.
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone: TEMPLE BAR 2261

HS



THE NOMINAL CAPITAL

OF

Pall Mall Window Cleaning Company Limited
has by a Resolution of the Company dated *21st March 1963* been
increased by the addition thereto of the sum of £ *2000*
divided into *2000* Shares of *£1* each,
beyond the registered Capital of *£2000*

*Signature *R. Bakley Smith*

Officer *MANAGING DIRECTOR*

Dated the *8th* day of *April* 19*63*

**This Statement should be signed by a Director or Secretary of the Company.*

69/40

THE COMPANIES ACTS 1929, 1948 and 1968.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

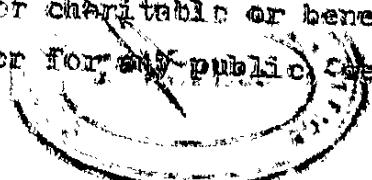
THE PALL MALL WINDOW CLEANING
COMPANY LIMITED
(Passed the 22nd day of November 1968)

AT AN EXTRAORDINARY GENERAL MEETING of the
Company duly convened and held at 3/4 Clements Inn,
London, W.C.2. on Friday the 22nd day of November 1968
the following Resolutions numbered 1 and 2 were duly
passed as SPECIAL RESOLUTIONS viz. :-

RESOLUTIONS

1. That the Memorandum of Association of the Company be altered by the addition of the following clause to be numbered 3(u).

"3(u)" To establish and maintain or procure the establishment and maintenance of, or to participate or join in any non-contributory or contributory pension or super-annuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions or allowances to, any persons who are or were at any time in the employment or service of the Company or who are or were at any time directors or officers of the Company 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 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 charitable or benevolent objects or for any exhibition or for any public or general



or useful objects, and to do any of the matters aforesaid either alone or in conjunction with any other company."

2. That the Articles of Association of the Company be altered as follows :-

(a) in Article 1, in between the figures "65" and "72" adding the figure "66".

(b) by deleting the new sub-clause (e) of Article 5 created by Special Resolution at an Extraordinary General Meeting of the Company held on the 29th day of March 1949 and substituting the original sub-clause thereby superseded.

(c) in Article 13 by deleting the figure "5" and substituting the figure "10".

(d) by deleting Article 14 and substituting therefor the following Article.

"14. ALTERNATE DIRECTOR . . ."

Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

(e) by adding the following new Article to be numbered 15.

"15." Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he had previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and shall be counted in the quorum at any meeting at which any such matter is considered.

R. Oakley Smith
DIRECTOR

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

_____ of _____

THE PALL MALL WINDOW CLEANING
COMPANY, LIMITED

Cleaners

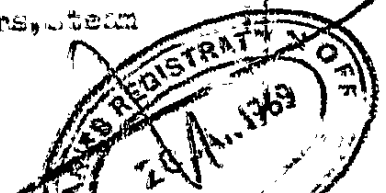
1. The Name of the Company is "THE PALL MALL WINDOW CLEANING COMPANY, LIMITED."

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

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

(A) To acquire and take over as a going concern the business now carried on by HAROLD OAKLEY CHISLETT SMITH at 24 Orange Street, Leicester Square, London, under the style or firm of "THE PALL MALL & CITY WINDOW CLEANING COMPANY" and all the assets and liabilities of the proprietors of that business in connection therewith and, with a view thereto, to enter into and carry into effect (either with or without modification), an Agreement which has already been prepared and is expressed to be made between the said HAROLD OAKLEY CHISLETT SMITH and GEORGE HUTTON RIDDALL of the one part and the Company of the other part, the draft whereof has, for the purpose of identification, been endorsed with the signature of SYDNEY HAROLD HAYNES, a Solicitor of the Supreme Court.

(B) To carry on business as vacuum cleaners, steam



cleaners, carpet cleaners, marble cleaners, window cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney-sweeps, fumigators, vermin and insect destroyers and generally to undertake cleaning and fumigation of any kind.

- (C) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, ironmongers and hardware dealers, manufacturing and wholesale and retail chemists, painters, polishers, decorators, paperhangers, plasterers, builders, joiners, engineers, electricians, wireless goods' manufacturers, carriers, haulage contractors, metal and waste goods' merchants, garage proprietors, coal, coke and fuel merchants, cement and lime merchants, brick, tile and builders' materials merchants and general contractors.
- (D) To manufacture, grow, import, buy, sell, exchange, clean, erect, instal, repair, alter, remodel, let or take on hire, or otherwise deal in, any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades as aforesaid.
- (E) To carry on any of the above trades or businesses in any part of the world, to undertake, solicit and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not which can, in the opinion of the Company, be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (G) To construct, maintain and alter any shops,

John stores, showrooms, factories or other buildings or works necessary or convenient for the purposes of the Company. *John*

- (H) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (J) To borrow or raise or secure the payment of money, whether the same shall exceed the nominal capital of the Company or not in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (M) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to

act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(N) To remunerate any person, firm or company, rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(O) To apply for, purchase or otherwise acquire, any patents, brevets d'invention, trade marks, designs, secret or other information as to patents, or any interest therein, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being profitably dealt with; and to test, exploit, use, exercise, develop, grant licences in respect of and otherwise turn to account, any such patents, brevets d'invention, trade marks, designs, information, licences, concessions or other rights or privileges as aforesaid, and the like, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.

(P) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(C) To engage and appoint all necessary or desirable managers, experts and specialists, assistants, travellers, collectors, agents and other servants, for any department or branch of the Company's business or undertaking, and from time to time, if thought expedient, to remove or suspend such officers, experts or servants as aforesaid, and to appoint others in their stead.

(R) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(S) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

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

Amended by
Special
Resolution
22nd Nov.
1968.

(U) To establish and maintain or procure the establishment and maintenance of, or to participate or join in any non-contributory or contributory pension or super-annuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions or allowances to, any persons who are or were at any time in the employment or service of the Company or who are or were at any time Directors or officers of the Company 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 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 charitable or benevolent objects or for any exhibition or for any public, general or useful objects, and to do any of the matters aforesaid either alone or in conjunction with any other company.

4. The Liability of the Members is Limited.

Amended by
Special
Resolution
21st Mar.
1963.

5. The Share Capital of the Company is £4,000 divided into 4,000 Ordinary Shares of £1 each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred or other special rights, or such restrictions,

whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine; provided always that if and whenever the Capital of the Company is divided into Shares of different classes, the rights and privileges of any such class may be varied with the consent in writing, of the Holders of three-fourths of the issued Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of that class. At every such separate General Meeting, the quorum shall be two persons at least holding or representing by proxy, one-third of the issued Shares of the class.

Certified a true copy of the Memorandum of Association as amended

J. J. Fineman

Director

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>HAROLD OAKLEY CHISLETT SMITH, 48, Burleigh Mansions, St. Martins Lane, London, W.C.2. Window Cleaning Contractor.</p>	<p>One Ordinary</p>
<p>JESSIE AGNES GRAHAM, 44, Tavistock Square, London, W.C.1. Spinster.</p>	<p>One Ordinary</p>

DATED this 6th day of January, 1933.

WITNESS to the above Signatures :-

S. HAROLD HAYNES,

Solicitor,

117-123, Gt. Portland Street,

W.1.

THE COMPANIES ACTS 1929, 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

THE PALL MALL WINDOW CLEANING COMPANY LIMITED
(Passed the 31st day January 1969)

AT AN EXTRAORDINARY GENERAL MEETING of the Company
duly convened and held at 9, Gues Court, W.1.
on 31st day of January 1969
the following RESOLUTION was duly passed as a SPECIAL
RESOLUTION viz :-

RESOLUTION

That the Articles of the Association of the Company be
amended by adding the following new Article to be numbered
28.

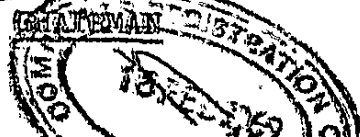
28. PENSION SCHEMES.

"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 or 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 company or who are or were
at any time Directors or officers of the Company or
of any such other Company as aforesaid, and holding
any salaried employment or office in the Company or
such other Company and the wives widows families and
dependants of any such persons, and also establish
and subsidise or subscribe to any institutions, assoc-
iations, clubs or funds calculated to be for the
benefit of or to advance the interests and wellbeing
of the Company or of any such other company as afore-
said, or of any such person as aforesaid, and make
payments for or towards the insurance of any such
person as aforesaid, and do any of the matters afore-
said, either alone or in conjunction with any such
other company as aforesaid, Subject always, if the
Statutes shall so require (A) to particulars with
respect to the proposed payment being disclosed to
the Members of the Company and (B) to the proposal
being approved by the Company, any Director holding
any such employment or office shall be entitled
to participate in and retain for his own benefit any
such donation, gratuity pension, allowance or emolument."

STONEMAN & SONS

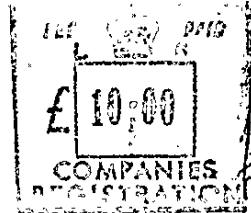
London W.C.2

Ref TNH



No. 272036

64



10

THE COMPANIES ACTS 1929, 1948 and 1967.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-- of --

F. THE PALL MALL WINDOW CLEANING COMPANY, LIMITED

Passed the 29th day of December, 1972.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 18, Great Marlborough Street, London, W. 1, the sub-joined RESOLUTION was passed as a SPECIAL RESOLUTION :-

RESOLUTION

THAT the approval of the Board of Trade having already been obtained the name of the Company be changed to PALL MALL WINDOW AND OFFICE CLEANING COMPANY LIMITED."

J. A. LAWRENCE,

Chairman.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 272036

65.

I hereby certify that

THE PALL MALL WINDOW CLEANING COMPANY, LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

PALL MALL WINDOW AND OFFICE CLEANING COMPANY LIMITED

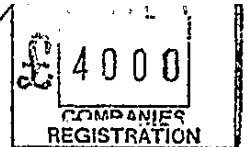
Given under my hand at London the 30th January 1973

N Taylor
(N. TAYLOR)

Assistant Registrar of Companies

Number of
Company : 272036 ✓

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PALL MALL WINDOW AND OFFICE CLEANING COMPANY LIMITED

PASSED the 16th day of March 1983

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 204 South Park Road, Wimbledon, London, SW19 8TE, on the 16th day of March 1983 the following Special Resolution was duly passed, viz:

SPECIAL RESOLUTION

THAT the name of the Company be changed to PALL MALL CLEANING GROUP LIMITED

.....
(Chairman)

Presented by:
THE LONDON LAW AGENCY LTD
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4A 3DF

LWC / RAV / MC Campbell / 89

W

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 272036 / 97

I hereby certify that

PALL MALL WINDOW AND OFFICE CLEANING COMPANY LIMITED

having by special resolution changed its name, is now
incorporated under the name of

PALL MALL CLEANING GROUP LIMITED

Given under my hand at Cardiff the 11TH APRIL 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

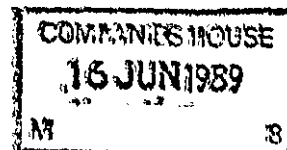
COMPANY LIMITED BY SHARES

PALL MALL CLEANING
GROUP LIMITED

Memorandum
— AND —
Articles of Association

Incorporated the 11th day of January, 1933.

Certificate No. 272036



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

_____ of _____

PALL MALL , CLEANING
GROUP LIMITED

1. The Name of the Company is " PALL MALL
CLEANING GROUP LIMITED."
2. The Registered Office of the Company will
be situate in England.
3. The Objects for which the Company is es-
tablished are :-
 - (A) To acquire and take over as a going concern
the business now carried on by HAROLD OAKLEY
CHISLETT SMITH at 24 Orange Street, Leicester
Square, London, under the style or firm of
"THE PALL MALL & CITY WINDOW CLEANING COMPANY"
and all the assets and liabilities of the
proprietors of that business in connection
therewith and, with a view thereto, to enter
into and carry into effect (either with or
without modification), an Agreement which has
already been prepared and is expressed to be
made between the said HAROLD OAKLEY CHISLETT
SMITH and GEORGE HUTTON RIDDELL of the one
part and the Company of the other part, the
draft whereof has, for the purposes of identi-
fication, been endorsed with the signature of
SYDNEY HAROLD HAYNES, a Solicitor of the Su-
preme Court.
 - (B) To carry on business as vacuum cleaners, steam

2

cleaners, carpet cleaners, marble cleaners, window cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney-sweeps, fumigators, vermin and insect destroyers and generally to undertake cleaning and fumigation of any kind.

- (C) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, ironmongers and hardware dealers, manufacturing and wholesale and retail chemists, painters, polishers, decorators, paperhangers, plasterers, builders, joiners, engineers, electricians, wireless goods' manufacturers, carriers, haulage contractors, metal and waste goods' merchants, garage proprietors, coal, coke and fuel merchants, cement and lime merchants, brick, tile and builders' materials merchants and general contractors.
- (D) To manufacture, grow, import, buy, sell, exchange, clean, erect, instal, repair, alter, remodel, let or take on hire, or otherwise deal in, any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades as aforesaid.
- (E) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not which can, in the opinion of the Company, be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (G) To construct, maintain and alter any shops,

stores, showrooms, factories or other buildings or works necessary or convenient for the purposes of the Company.

- (H) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (J) To borrow or raise or secure the payment of money, whether the same shall exceed the nominal capital of the Company or not in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (M) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to

act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- (N) To remunerate any person, firm or company, rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (O) To apply for, purchase or otherwise acquire, any patents, brevets d'invention, trade marks, designs, secret or other information as to patents, or any interest therein, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being profitably dealt with; and to test, exploit, use, exercise, develop, grant licences in respect of and otherwise turn to account, any such patents, brevets d'invention, trade marks, designs, information, licences, concessions or other rights or privileges as aforesaid, and the like, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.
- (P) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (Q) To engage and appoint all necessary or desirable managers, experts and specialists, assistants, travellers, collectors, agents and other servants, for any department or branch of the Company's business or undertaking, and from time to time, if thought expedient, to remove or suspend such officers, experts or servants as aforesaid, and to appoint others in their stead.

- (R) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (S) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (U) To establish and maintain or procure the establishment and maintenance of, or to participate or join in any non-contributory or contributory pension or super-annuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions or allowances to, any persons who are or were at any time in the employment or service of the Company or who are or were at any time Directors or officers of the Company 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 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 charitable or benevolent objects or for any exhibition or for any public, general or useful objects, and to do any of the matters aforesaid either alone or in conjunction with any other company.

ended by
 Special
 Resolution
 2nd Nov.
 1918.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £4,000 divided into 4,000 Ordinary Shares of £1 each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred or other special rights, or such restrictions,

aded by
 Special
 Resolution
 4th Mar.
 1923.

whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine; provided always that if and whenever the Capital of the Company is divided into Shares of different classes, the rights and privileges of any such class may be varied with the consent in writing, of the Holders of three-fourths of the issued Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of that class. At every such separate General Meeting, the quorum shall be two persons at least holding or representing by proxy, one-third of the issued Shares of the class.

7

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>HAROLD OAKLEY CHISLETT SMITH, 48, Burleigh Mansions, St. Martins Lane, London, W.C.2. Window Cleaning Contractor.</p>	<p>One Ordinary</p>
<p>JESSIE AGNES GRAHAM, 44, Tavistock Square, London, W.C.1. Spinster.</p>	<p>One Ordinary</p>

DATED this 6th day of January, 1933.

WITNESS to the above Signatures :-

S. HAROLD HAYNES,

Solicitor,

117-123, Gt. Portland Street,

W.1.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

— of —

PALL MALL CLEANING
GROUP LIMITED

PRELIMINARY

1. The regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter called "Table A") shall apply to the Company, save insofar as they are excluded or varied hereby; that is to say, the clauses of Table A numbered 3, 19, 45, 64, 65, 66, 72 and 82 shall not apply to this Company, but in lieu thereof and in addition to the remaining clauses of Table A the following shall be the regulations of the Company.

Amended by
Special
Resolution
22nd Nov.
1968.

2. 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) shall not at any time exceed fifty.

3. The Company shall not at any time offer to the public for subscription any of its shares or debentures.

4. The Initial Capital of the Company is divided into 2,000 Ordinary Shares of £1 each.

5. The following regulations shall have effect, namely :-

- (A) No share shall be transferred to any person without the unanimous approval of the Board, except on the condition set out in sub-article (C).
- (B) Any holder wishing to transfer any share shall give notice in writing to the Directors of such his wish, and thereupon the Directors other than the holder (if the holder shall be a Director) may within 30 days of such notice give to the holder notice in writing of their intention to purchase such share, and the holder shall thereupon be bound upon payment or provision of the price to be ascertained as hereinafter provided, to transfer the shares to the Directors or their nominees or nominee.
- (C) If the Directors shall not within the said 30 days give such notice of intention to purchase, or if after giving such notice they or their nominees or nominee shall for the space of two calendar months after such notice make default in paying or providing the price then the holder shall be at liberty to transfer the said shares to any transferee, but such liberty shall only continue for the period of 12 months from the date of the notice by the Directors of intention to purchase, or if no such notice is given, then from the date of notice by the holder of his wish to transfer.
- (D) If any holder of any share shall become bankrupt or shall commit any act of bankruptcy or make an arrangement with his Creditors, whether by way of composition or otherwise, or do anything to give cause for a dissolution of a partnership if the business of the Company were carried on by a firm of partners then and in any such case the Directors other than the holder (if the holder shall be a Director) may by unanimous resolution within three months of the event, or discovery of the event aforesaid, give to such holder or his trustee or assignee notice in writing to enforce the transfer of all shares belonging to such holder to the Directors or their

nominees or nominee, such notice to have all the effect of a notice by the Directors under sub-Article (b).

- (E) In the case of the death of the holder of any share the obligation of this Article shall apply to his personal representatives; the probate or letters of administration, as the case may be, shall be produced to the Company, and before or within three months of such production the Directors may enforce a transfer of all shares belonging to the deceased holder as provided in sub-article (d).
- (F) At the Ordinary General Meeting in each year, the Company may, by resolution, fix for the ensuing twelve months the price at which the shares of each class for the time being forming part of the Capital of the Company may be purchased in pursuance of a sale notice. The price to be so fixed shall in the case of each such class be not less than such a sum as, having regard to the dividends declared by the Company in the three last preceding years, or such less period as shall have elapsed since the first issue of any shares of that class would, if invested in shares of the Company at par, give an average return of 7½ per cent. per annum thereon. The sum fixed as aforesaid at the Ordinary General Meeting immediately last preceding the service of a sale notice shall for the purposes of this Article be deemed to be the fair value of any share comprised in such notice for such period. In the event of the fair value not having been fixed as herein provided the Company shall, at the expense of the retiring member, employ the Chartered Accountant of the Company to assess the value of the said shares.
- (G) If any holder who shall have become bound under this Article to transfer any share shall make default in so doing, any Director whom the Board may appoint in that behalf may receive the price from the transferee, and the Board shall thereupon cause the name of the transferee to be entered in the register as the holder of a share, and the Director so appointed as aforesaid shall hold the price in trust for the holder so making default as aforesaid, his executors, administrators, trustee or assignee, without any liability to

Amended
Special
Resoluti
29th Mar
1949.
22nd Nov
1968.

enforce the same or to account for any interest thereon while so held. The receipt of such Director, as aforesaid, for the price, shall be a good discharge to the transferee, who shall not be bound to see to the application thereof, and after his name shall have been entered in the register in purported exercise of the power arising under this sub-article the validity of such transaction shall not be questioned.

6. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

7. When any shares shall have been forfeited an entry shall forthwith be made in the register of members of the Company stating the forfeiture and the date thereof, and so soon as the shares so forfeited shall have been disposed of an entry shall also be made of the manner and the date of the disposal thereof.

8. The lien conferred by Clause 7 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of the several joint holders.

MODIFICATION OF CLASS RIGHTS

9. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate Meeting of the Members of that class. To any such separate Meeting all the provisions of these Articles and as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two Members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class.

BORROWING POWERS

10. The Directors may from time to time, at their discretion, raise or borrow or secure the payment of any sum or sums of money, for any debt, claim or other liability payable from or by the Company (whether the same shall exceed the nominal capital of the Company or not), in such manner and upon such terms and conditions as they may think fit, and if secured by debentures, the same shall or may be charged upon all or any part of the undertaking, property, goodwill, business and assets of the Company, both present and future, including its uncalled capital for the time being. Any debenture or debenture stock may be issued with any special privileges as to redemption, surrender, attending or voting at General Meetings of the Company, appointment of Directors, or otherwise, as the Directors may think fit.

VOTES OF MEMBERS

11. A poll shall be held whenever demanded by one member and Clause 50 of Table A shall be read as if this power to demand a poll were substituted for the powers to demand a poll therein contained. At all General Meetings two Shareholders shall form a quorum. Votes may be given either personally or by proxy, and such proxy need not be a member of the Company.

12. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the Capital of the Company, every Member shall have one vote on a show of hands and in the case of a poll shall have one vote for every share of which he is a holder.

DIRECTORS

13. Until otherwise determined by a General Meeting, the number of Directors shall be not less than 2 nor more than 10.

Amended by
Special
Resolution
22nd Nov.
1968.

ALTERNATE DIRECTORS

14. Each Director shall have the power to appoint either another Director or any person approved

Amended by
Special
Resolutions
29th Mar. 1971
22nd Nov. 1968

for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

Amended by
Special
Resolutions
27th Mar.
1949.
21st Nov.
1968.

15. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he had previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and shall be counted in the quorum at any meeting at which any such matter is considered.

16. The office of a Director shall not be vacated by reason of his holding any other office or employment under the Company except that of Auditor.

17. There shall be added to Clause 79 of Table A the words "Provided always that the total number of Directors shall not at any time exceed the maximum hereinbefore mentioned, and that no additional Director shall be appointed without the approval of the first Directors so long as they shall respectively continue Directors."

18. The remuneration of the Directors shall from time to time be determined by the Members of the Company in Annual General Meeting.

19. A resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

20. At all meetings of Directors two shall form a quorum.

DISQUALIFICATION OF DIRECTORS

21. The office of Director shall be vacated:--

- (a) If he becomes bankrupt or insolvent or compound with his creditors.
- (b) If he become of unsound mind or become a lunatic.
- (c) If he be convicted of an indictable offence.
- (d) If he cease to hold the necessary qualification in shares or stock, or does not obtain the same within one month from the date of his appointment.
- (e) If he gives the Directors one month's notice in writing that he resigns his office. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors, or any entry shall have been made in the Directors' minute book, stating that such Director has ceased to be a Director of the Company.

PROCEEDINGS OF DIRECTORS

22. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally, and Articles 52, 53, 54 and 55 of Table A shall be deemed to be extended to apply to all Directors meetings and resolutions.

23. With the unanimous approval of all the Directors, any Director shall have full and free power to trade with the Company, and the Company shall have the like power to trade with any Director in all respects as if he had not been a Director, and no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lessee, lessor or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any other person, firm or company in which any Director shall be in any way interested, be avoided by any such reason as aforesaid, or by reason of the fact that any such Director so contracting or being so interested as aforesaid may have voted in respect thereof, nor shall any Director or company so contracting or being so interested be liable to account to the Company for any profit realised by any such contract as aforesaid by reason of such Director holding that office, or of the fiduciary relationship thereby established.

24. The Directors may from time to time entrust to and confer upon the Managing Director all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money, issue debentures), that they may think fit; but the exercise of all powers by the Managing Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

NOTICES

25. It shall not be necessary to give a notice of general or other meetings to any person entitled to a share in consequence of the death or bankruptcy of a member, unless such person shall have been duly registered as a member of the Company.

WINDING-UP

26. With the sanction of an Extraordinary Resolution of the shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between the members of the Company in specie or may be vested in trustees for the benefit of such members, and the liquidation

of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

PRELIMINARY EXPENSES

27. The Company shall pay all costs, charges, fees, duties and all other expenses, preliminary and incidental to the formation, and registration of the Company.

PENSION SCHEMES

28. 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 or 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 company or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and holding any salaried employment or office in the Company or such other Company 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 wellbeing of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such person as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require (A) to particulars with respect to the proposed payment being disclosed to the Members of the Company and (B) to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity pension, allowance or emolument.

Amended by
Special
Resolution
31st Jan.
1969

Names, Addresses and Descriptions of Subscribers

HAROLD OAKLEY CHISLETT SMITH,
48, Burleigh Mansions,
St. Martins Lane, London, W.C.2.
Window Cleaning Contractor.

JESSIE AGNES GRAHAM,
44, Tavistock Square,
London, W.C.1.
Spinster.

DATED this 6th day of January, 1933.

WITNESS to the above Signatures :-

S. HAROLD HAYNES,

Solicitor,

117-123, Gt. Portland Street,

W.1.

2710



Company Number: 272036

Companies Act, 1985

SPECIAL RESOLUTION
of the
PALL MALL CLEANING GROUP LIMITED

At an Extraordinary General Meeting of the members of the above named company duly convened and held at 34, Francis Grove, Wimbledon, London SW19 4DY on Monday 5th June, 1989, the following Special Resolution was duly passed:-

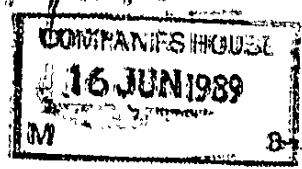
It was RESOLVED that the company's name be changed to Pall Mall Services Group Limited and that the Memorandum and Articles of Association be amended accordingly.

Certified true and fair copy

.....
J. Lee
Company Secretary.



MID/40/114565





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 272036

I hereby certify that

PALL MALL CLEANING GROUP LIMITED

having by special resolution changed its name,

is now incorporated under the name of

PALL MALL SERVICES GROUP LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 27 JUNE 1989

P. Bevan
P. BEVAN

an authorised officer



Notice of Increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

Official use stamp area

Company number: 272036

Name of company

Name of company: Pall Mall Services Group Limited

insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 15 December 1989 the nominal capital of the company has been increased by £ 9,926,000 beyond the registered capital of £ 4,000

the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

The new shares which have been issued are pari passu in all respects with the existing ordinary shares.

Please tick here if continued overleaf

Continued overleaf checkbox

delete as appropriate

Signed

Handwritten signature

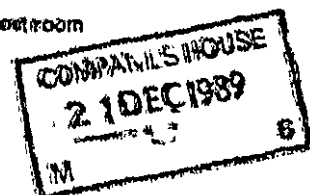
[Director]/[Secretary] Date 15 December 1989

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

M C Heskin
Godfrey Davis (Holdings) Plc
34 Francis Grove
Wimbledon, London SW19 4DY

For official Use
General Section

Postroom



272036

THE COMPANIES ACT, 1929-85

9
M
11 JAN 1990
COMPANIES HOUSE

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

or

Servicex Group
~~THE PALL MALL~~ ~~WINDOW CLEANING~~
~~COMPANY,~~ LIMITED

1. The Name of the Company is "THE PALL MALL ~~WINDOW CLEANING COMPANY,~~ LIMITED."
Servicex Group

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

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

(A) To acquire and take over as a going concern the business now carried on by HAROLD OAKLEY CHISLETT SMITH at 24 Orange Street, Leicester Square, London, under the style or firm of "THE PALL MALL & CITY WINDOW CLEANING COMPANY" and all the assets and liabilities of the proprietors of that business in connection therewith and, with a view thereto, to enter into and carry into effect (either with or without modification), an Agreement which has already been prepared and is expressed to be made between the said HAROLD OAKLEY CHISLETT SMITH and GEORGE HUTTON RIDDELL of the one part and the Company of the other part, the draft whereof has, for the purpose of identification, been endorsed with the signature of SYDNEY HAROLD HAYNES, a Solicitor of the Supreme Court.

(B) To carry on business as vacuum cleaners, steam

COMPANIES HOUSE
11 JAN 1990
M 6

cleaners, carpet cleaners, marble cleaners, window cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney-sweepers, fumigators, vermin and insect destroyers and generally to undertake cleaning and fumigation of any kind.

- (C) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, ironmongers and hardware dealers, manufacturing and wholesale and retail chemists, painters, polishers, decorators, paperhangers, plasterers, builders, joiners, engineers, electricians, wireless goods' manufacturers, carriers, haulage contractors, metal and waste goods' merchants, garage proprietors, coal, coke and fuel merchants, cement and lime merchants, brick, tile and builders' materials merchants and general contractors.
- (D) To manufacture, grow, import, buy, sell, exchange, clean, erect, instal, repair, alter, remodel, let or take on hire, or otherwise deal in, any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades as aforesaid.
- (E) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not which can, in the opinion of the Company, be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (G) To construct, maintain and alter any shops,

stores, showrooms, factories or other buildings or works necessary or convenient for the purposes of the Company.

- (H) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (J) To borrow or raise or secure the payment of money, whether the same shall exceed the nominal capital of the Company or not in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (M) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to

act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- (K) To remunerate any person, firm or company, rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (L) To apply for, purchase or otherwise acquire, any patents, brevets d'invention, trade marks, designs, secret or other information as to patents, or any interest therein, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being profitably dealt with; and to test, exploit, use, exercise, develop, grant licences in respect of and otherwise turn to account, any such patents, brevets d'invention, trade marks, designs, information, licences, concessions or other rights or privileges as aforesaid, and the like, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.
- (M) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (N) To engage and appoint all necessary or desirable managers, experts and specialists, assistants, travellers, collectors, agents and other servants, for any department or branch of the Company's business or undertaking, and from time to time, if thought expedient, to remove or suspend such officers, experts or servants as aforesaid, and to appoint others in their stead.

- (R) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (S) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (U) To establish and maintain or procure the establishment and maintenance of, or to participate or join in any non-contributory or contributory pension or super-annuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions or allowances to, any persons who are or were at any time in the employment or service of the Company or who are or were at any time Directors or officers of the Company 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 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 charitable or benevolent objects or for any exhibition or for any public, general or useful objects, and to do any of the matters aforesaid either alone or in conjunction with any other company.

Amended by
Special
Resolution
22nd Nov.
1968.

4. The Liability of the Members is Limited.

Amended by
Special
Resolution
21st Mar.
1963.

5. *The Share Capital of the Company is £4,000 divided into 4,000 Ordinary Shares of £1 each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred or other special rights, or such restrictions,

whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine; provided always that if and whenever the Capital of the Company is divided into Shares of different classes, the rights and privileges of any such class may be varied with the consent in writing, of the Holders of three-fourths of the issued Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of that class. At every such separate General Meeting, the quorum shall be two persons at least holding or representing by proxy, one-third of the issued Shares of the class.

By Ordinary Resolution passed on 15 December 1989, the share capital was increased by 9,996,000 Ordinary Shares of £1 each to £10,000,000. |

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>HAROLD OAKLEY CHISLETT SMITH, 48, Burleigh Mansions, St. Martins Lane, London, W.C.2. Window Cleaning Contractor.</p>	<p>One Ordinary</p>
<p>JESSIE AGNES GRAHAM, 44, Tavistock Square, London, W.C.1. Spinster.</p>	<p>One Ordinary</p>

DATED this 6th day of January, 1933.

WITNESS to the above Signatures :-

S. HAROLD HAYNES,

Solicitor,

117-123, Gt. Portland Street,

W.1.

Companies Act 1985

SPECIAL RESOLUTION

of

PALL MALL SERVICES GROUP LIMITED

At an Extraordinary General Meeting of the members of Pall Mall Services Group Limited duly convened and held at 34 Francis Grove, Wimbledon, London SW19 4DY on Tuesday 30th March 1993, the following Special Resolution was passed:-

That the Objects Clause be increased by the inclusion of the following clauses:-

To carry on business as caterers, hotel, restaurant and tea room operators, licensed victuallers, bakers confectioners, pastrycooks, sweet and ice cream manufacturers and sellers, tobacconists, butchers, fishmongers, fruiterers, green-grocers, grocers, dairymen, provision merchants and manufacturers of and dealers in articles of food and drink of all kinds, garage, cab omnibus and coach proprietors, carriers of persons and goods, general storekeepers and entertainment and general contractors.

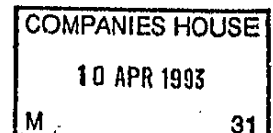
To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.

To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

Certified true and fair copy

G. Tizard

G. Tizard
Company Secretary



THE COMPANIES ACTS 1929 to 1985

COMPANY LIMITED BY SHARES

PALL MALL SERVICES

GROUP LIMITED

Memorandum

— AND —

Articles of Association

Incorporated the 11th day of January, 1933.

Certificate No. 272036

COMPANIES HOUSE	
10 APR 1993	
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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

**PALL MALL SERVICES
GROUP LIMITED**

1. The Name of the Company is "**PALL MALL SERVICES
GROUP LIMITED.**"
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established are:-
 - (A) To acquire and take over as a going concern the business now carried on by HAROLD OAKLEY CHISLETT SMITH at 24 Orange Street, Leicester Square, London under the style or firm of "THE PALL MALL & CITY WINDOW CLEANING COMPANY" and all the assets and liabilities of the proprietors of that business in connection therewith and, with a view thereto, to enter into and carry into effect (either with or without modification), an Agreement which has already been prepared and is expressed to be made between the said HAROLD OAKLEY CHISLETT SMITH and GEORGE HUTTON RIDDELL of the one part and the Company of the other part, the draft whereof has, for the purpose of identification, been endorsed with the signature of SYDNEY HAROLD HAYNES, a Solicitor of the Supreme Court.

- (B) To carry on business as vacuum cleaners, steam cleaners, carpet cleaners, marble cleaners, window cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney-sweeps, fumigators, vermin and insect destroyers and generally to undertake cleaning and fumigation of any kind.
- (C) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, ironmongers and hardware dealers, manufacturing and wholesale and retail chemists, painters, polishers, decorators, paperhangers, plasterers, builders, joiners, engineers, electricians, wireless goods' manufacturers, carriers, haulage contractors, metal and waste goods' merchants, garage proprietors, coal, coke and fuel merchants, cement and lime merchants, brick, tile and builders' materials merchants and general contractors.
- (D) To carry on business as caterers, hotel, restaurant and tea room operators, licensed victuallers, bakers, confectioners, pastrycooks, sweet and ice cream manufacturers and sellers, tobacconists, butchers, fishmongers, fruiterers, green-grocers, grocers, dairymen, provision merchants and manufacturers of and dealers in articles of food and drink of all kinds, garage, cab omnibus and coach proprietors, carriers of persons and goods, general storekeepers and entertainment and general contractors.
- (E) To manufacture, grow, import, buy, sell, exchange, clean, erect, instal, repair, alter, remodel, let or take on hire, or otherwise deal in, any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades as aforesaid.
- (F) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not which can, in the opinion of the Company, be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.

- (G) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (H) To construct, maintain and alter any shops, stores, showrooms, factories or other buildings or works necessary or convenient for the purposes of the company.
- (I) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise or secure the payment of money, whether the same shall exceed the nominal capital of the Company or not in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

- (N) To act as agents or brokers and as trustees for any person, firm or company, and to under take and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (O) To remunerate any person, firm or company, rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (P) To apply for, purchase or otherwise acquire, any patents, brevets d'invention, trade marks, designs, secret or other information as to patents, or any interest therein, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being profitably dealt with; and to test, exploit, use, exercise, develop, grant licences in respect of and otherwise turn to account, any such patents, brevets d'invention, trade marks, designs, information, licences, concessions or other rights or privileges as aforesaid, and the like, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.
- (Q) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (R) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (S) To engage and appoint all necessary or desirable managers, experts and specialists, assistants, travellers, collectors, agents and other servants, for any department or branch of the Company's business or

undertaking, and from time to time, if thought expedient, to remove or suspend such officers, experts or servants as aforesaid, and to appoint others in their stead.

- (T) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or if a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (U) To sell or otherwise dispose of the whole or any part of the undertaking or the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power to disposing.
- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (X) To establish and maintain or procure the establishment and maintenance of, or to participate or join in any non-contributory or contributory pension or super-annuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions or allowances to, any persons who are or were at any time in the employment or service of the Company or who are or were at any time Directors or officers of the Company 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 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 charitable or benevolent objects or for any exhibition or for any public, general or useful objects, and to do any of the matters aforesaid either alone or in conjunction with any other company.

AMENDED BY
SPECIAL
RESOLUTION
22nd Nov 1968

4. The Liability of the Members is Limited.

5.* The Share Capital of the Company is £2,000 divided into 2,000 Ordinary Shares of £1 each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine; provided always that if and whenever the Capital of the Company is divided into Shares of different classes, the rights and privileges of any such class may be varied with the consent in writing, of the Holders of three-fourths of the issued Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of that class. At every such separate General Meeting, the quorum shall be two persons at least holding or representing by proxy, one-third of the issued Shares of the class.

* By Resolution passed on 21st March 1963, the share capital was increased by 2,000 Ordinary Shares of £1 each to £4,000.

By Resolution passed on 15th December 1989, the share capital was increased by 9,996,000 Ordinary Shares of £1 each to £10,000,000.

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
HAROLD OAKLEY CHISLETT SMITH, 48, Burleigh Mansions, St. Martins Lane, London, W.C.2. Window Cleaning Contractor.	One Ordinary
JESSIE AGNES GRAHAM, 44, Tavistock Square, London W.C.1. Spinster.	One Ordinary

DATED this 6th day of January, 1933.

WITNESS to the above Signatures:-

B. HAROLD HAYNES,
Solicitor,
117-123, Gt. Portland Street, W.1.

THE COMPANIES ACTS 1929 TO 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

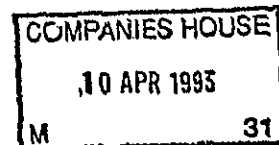
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PALL MALL SERVICES
GROUP LIMITED

PRELIMINARY

AMENDED BY
SPECIAL
RESOLUTION
22nd Nov 1968

1. The regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter called "Table A") shall apply to the Company, save insofar as they are excluded or varied hereby; that is to say, the clauses of Table A numbered 3, 19, 45, 64, 65, 66, 72 and 82 shall not apply to this Company, but in lieu thereof and in addition to the remaining clauses of Table A the following shall be the regulations of the Company.
2. 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) shall not at any time exceed fifty.
3. The Company shall not at any time offer to the public for subscription any of its shares or debentures.



4. The Initial Capital of the Company is divided into 2,000 Ordinary Shares of £1 each.
5. The following regulations shall have effect, namely :-
 - (A) No share shall be transferred to any person without the unanimous approval of the Board, except on the condition set out in sub-article (C).
 - (B) Any holder wishing to transfer any share shall give notice in writing to the Directors of such his wish, and thereupon the Directors other than the holder (if the holder shall be a Director) may within 30 days of such notice give to the holder notice in writing of their intention to purchase such share, and the holder shall thereupon be bound upon payment or provision of the price to be ascertained as hereinafter provided, to transfer the shares to the Directors or their nominees or nominee.
 - (C) If the Directors shall not within the said 30 days give such notice of intention to purchase, or if after giving such notice they or their nominees or nominee shall for the space of two calendar months after such notice make default in paying or providing the price then the holder shall be at liberty to transfer the said shares to any transferee, but such liberty shall only continue for the period of 12 months from the date of the notice by the Directors of intention to purchase, or if no such notice is given, then from the date of notice by the holder of his wish to transfer.
 - (D) If any holder of any share shall become bankrupt or shall commit any act of bankruptcy or make an arrangement with his Creditors, whether by way of composition or otherwise, or do anything to give cause for a dissolution of a partnership if the business of the Company were carried on by a firm of partners then and in any such case the Directors other than the holder (if the holder shall be a Director) may by unanimous resolution within three months of the event, or discovery of the event aforesaid, give to such holder or his trustee or assignee notice in writing to enforce the transfer of all shares belonging to such holder to the Directors or their nominees or nominee, such notice to have all the effect of a notice by the Directors under sub-Article (b).

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RESOLUTIONS
29th Mar 1949
22nd Nov 1968

- (E) In the case of the death of the holder of any share the obligation of this Article shall apply to his personal representatives; the probate or letters of administration, as the case may be, shall be produced to the Company, and before or within three months of such production the Directors may enforce a transfer of all shares belonging to the deceased holder as provided in sub-article (d).
- (F) At the Ordinary General Meeting in each year, the Company may, by resolution, fix for the ensuing twelve months the price at which the shares of each class for the time being forming part of the Capital of the Company may be purchased in pursuance of a sale notice. The price to be so fixed shall in the case of each such class be not less than such a sum as, having regard to the dividends declared by the Company in the three last preceding years, or such less period as shall have elapsed since the first issue of any shares of that class would, if invested in shares of the Company at par, give an average return of $7\frac{1}{2}$ per cent. per annum thereon. The sum fixed as aforesaid at the Ordinary General Meeting immediately last preceding the service of a sale notice shall for the purposes of this Article be deemed to be the fair value of of any share comprised in such notice for such period. In the event of the fair value not having been fixed as herein provided the Company shall, at the expense of the retiring member, employ the Chartered Accountant of the Company to assess the value of the said shares.
- (G) If any holder who shall have become bound under this Article to transfer any share shall make default in so doing, any Director whom the Board may appoint in that behalf may receive the price from the transferee, and the Board shall thereupon cause the name of the transferee to be entered in the register as the holder of a share, and the Director so appointed as aforesaid shall hold the price in trust for the holder so making default as aforesaid, his executors, administrators, trustee or assignee, without any liability to enforce the same or to account for any interest thereon while so held. The receipt of such Director, as aforesaid, for the price, shall be a good discharge to the transferee, who shall not be bound to see to the application thereof, and after his name shall have been entered in the register in purported exercise of the power arising under this sub-article the validity of such transaction shall not be questioned.
6. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof,

and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

7. When any shares shall have been forfeited an entry shall forthwith be made in the register of members of the Company stating the forfeiture and the date thereof, and so soon as the shares so forfeited shall have been disposed of an entry shall also be made of the manner and the date of the disposal thereof.
8. The lien conferred by Clause 7 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of the several joint holders.

MODIFICATION OF CLASS RIGHTS

9. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate Meeting of the Members of the class. To any such separate Meeting all the provisions of these Articles and as to General Meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be two Members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class.

BORROWING POWERS

10. The Directors may from time to time, at their discretion, raise or borrow or secure the payment of any sum or sums of money, for any debt, claim or other liability payable from or by the Company (whether the same shall exceed the nominal capital of the Company or not), in such manner and upon such terms and conditions as they may think fit, and if secured by debentures, the same shall or may be charged upon all or any part of the undertaking, property, goodwill, business and assets of the Company, both present and future, including its uncalled capital for the time being. Any debenture or debenture stock may be issued with any special privileges as to redemption,

surrender, attending or voting at General Meetings of the Company, appointment of Directors, or otherwise, as the Directors may think fit.

VOTES OF MEMBERS

11. A poll shall be held whenever demanded by one member and Clause 50 of Table A shall be read as if this power to demand a poll were substituted for the powers to demand a poll therein contained. At all General Meetings two Shareholders shall form a quorum. Votes may be given either personally or by proxy, and such proxy need not be a member of the Company.
12. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the Capital of the Company, every Member shall have one vote on a show of hands and in the case of a poll shall have one vote for every share of which he is a holder.

DIRECTORS

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SPECIAL
RESOLUTION
22nd Nov 1968

13. Until otherwise determined by a General Meeting, the number of Directors shall be not less than 2 nor more than 10.

ALTERNATE DIRECTORS

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SPECIAL
RESOLUTIONS
29th Mar 1949
22nd Nov 1968

14. Each Director shall have the power to appoint either another Director any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

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29th Mar 1949
22nd Nov 1968

15. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not voting in respect of such contract or arrangement where he had previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and shall be counted in the quorum at any meeting at which any such matter is considered.
16. The office of a Director shall not be vacated by reason of his holding any other office or employment under the Company except that of Auditor.
17. There shall be added to Clause 79 of Table A the words "Provided always that the total number of Directors shall not at any time exceed the maximum hereinbefore mentioned, and that no additional Director shall be appointed without the approval of the first Directors so long as they shall respectively continue Directors."
18. The remuneration of the Directors shall from time to time be determined by the Members of the Company in Annual General Meeting.
19. A resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
20. At all meetings of Directors two shall form a quorum.

DISQUALIFICATION OF DIRECTORS

21. The office of Director shall be vacated:-
 - (a) If he becomes bankrupt or insolvent or compound with his creditors.
 - (b) If he become of unsound mind or become a lunatic.
 - (c) If he be convicted of an indictable offence.
 - (d) If he cease to hold the necessary qualification in shares or stock, or does not obtain the same within one month from the date of his appointment.

- (e) If he gives the Directors one month's notice in writing that he resigns his office. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors, or any entry shall have been made in the directors' minute book, stating that such Director has ceased to be a Director of the Company.

PROCEEDINGS OF DIRECTORS

22. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally, and Articles 52, 53, 54 and 55 of Table A shall be deemed to be extended to apply to all Directors meetings and resolutions.
23. With the unanimous approval of all the Directors, any Director shall have full and free power to trade with the Company, and the company shall have the like power to trade with any Director in all respects as if he had not been a Director, and no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lessee, lessor or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any other person, firm or company in which any Director shall be in any way interested, be avoided by any such reason as aforesaid, or by reason of the fact that any such Director so contracting or being so interested as aforesaid may have voted in respect thereof, nor shall any Director or company so contracting or being so interested be liable to account to the Company for any profit realised by any such contract as aforesaid by reason of such Director holding that office, or of the fiduciary relationship thereby established.
24. The Directors may from time to time entrust to and confer upon the Managing Director all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money, issue debentures), that they may think fit; but the exercise of all powers by the Managing Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

NOTICES

25. It shall not be necessary to give a notice of general or other meeting to any person entitled to a share in consequence of the death or bankruptcy of a member, unless such person shall have been duly registered as a member of the Company.

WINDING-UP

26. With the sanction of an Extraordinary Resolution of the shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between the members of the Company in specie or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

PRELIMINARY EXPENSES

27. The Company shall pay all costs, charges, fees, duties and all other expenses, preliminary and incidental to the formation, and registration of the Company.

PENSION SCHEMES

AMENDED BY
SPECIAL
RESOLUTION
31st Jan 1969

28. 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 or 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 company or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and holding any salaried employment or office in the Company or such other Company 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 wellbeing of the Company or of any such other company as aforesaid, and make payments for or towards the insurance of any such person as aforesaid, and do any of the

matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require (A) to particulars with respect to the proposed payment being disclosed to the Members of the Company and (B) to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity pension, allowance or emolument.

Names, Addresses and Descriptions of Subscribers

HAROLD OAKLEY CHISLETT SMITH,
48, Burleigh Mansions,
St. Martins Lane, London W.C.2.
Window Cleaning Contractor.

JESSIE AGNES GRAHAM,
44, Tavistock Square,
London W.C.1.
Spinster.

DATED this 6th day of January, 1933.

WITNESS to the above Signatures :-

S. HAROLD HAYNES,
Solicitor,
117-123, Gt. Portland Street,
London W.1.