THE COMPANIES ACT, 1948."



	must be impressed here.	
	Declaration of Compliance	
: :	requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said	
	Church Edward Donalt	
	herhall bline N 17	
- 4,1+. - 12,7-	aly and sincerely declaps that I am " a person heured in (") Here inert either. Assolicite of the Suprement	
	V. Idenceal Wood Machinesty 11 Secretary which ever the case.	
	Limited, all the requirements of the Companies Act, 1948. in respect of matters precedent instration of the said Company and incidental thereto have been complied with, the this solemn Declaration conscientiously believing the same to be true and by the provisions of the "Statutory Declarations Act, 1835." **Education** In Example Matter Act, 1835."	
· Hillian Millian an	nd nine hundred and felly eager & & . S. Device A Commissioner for Oaths.	
1 - 1000 	and for registratiff by Agely thought fo	
	: Holbonn 2855 (3 lines). Trlegrams: "Duntertime, Estrand, London."	
	SHAW & BLAKE, LIMITED.	

Company Registration Zgents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C. 2

No. of Certificate.

Form No. 25.



Statement of the Nominal Capital

9.45.11.11

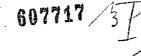
made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

<i>f</i> /	Pounds, divided
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	or Secretary)
Jane	1958
10 (1 (1) ()) ; major . G	
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	estor (State whether Director of Grave

SHAW & BLAKE, LIMITED,

Company Registration Lyents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C. 2





THE COMPANIES ACT, 1948

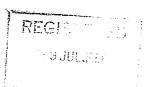


COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

D. W. GENERAL WOOD MACHINISTS LIMITED



- ? 1. The name of the Company is "D.W. GENERAL WOOD MACHINISTS LIMITED".
- 2. The Registered Office of the Company will be situate in England.
- 3. The objects for which the Company is established are :-
 - (a) To carry on business as wood and timber merchants and growers, importers, dealers, brokers, factors and agents of and in wood and timber and as manufacturers of and dealers in wood blocks, windows, doors, mouldings, boxes, plywood, sleepers, banisters, panelling, furniture, ladders, scaffelding, masts, spars, derricks, sawdust, wood, pump, tool-handles, woodwork and wooden articles of all kinds, coal, coke and other fuel, bricks, cement, stone, tiles, slates, sand, ballast, paints, varnishes, distemper, wallpapers and builders' and decorators' material, supplies and equipment of all descriptions.
 - (b) To carry on business as carpenters, joiners, woodcarvers, turners, wheelwrights, builders, decorators, shop and office fitters, mechanical, electrical, hydraulic and sanitary engineers, saw mill proprietors, ship, barge and boat owners, lightermen, wharf and dock owners, warehousemen, carriers, garage proprietors, road makers, metal and alloy makers and workers and general contractors.

W)

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or ctherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) 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 tusiness similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (1) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

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he undertaking debentures or

vise and either the Company or the business or the opinion of or profitably Company.

others and to performance of customers and

payment thereof rtgages, debensecurities.

t, discount and and negotiable

- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertrsing its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.
- (u) The objects specified in each paragraph of this Clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.
- 4. The liability of the members is limited.

5. The share capital of the Company is £3,000 divided into 3,000 shares of £1 each.

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

	 .
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
Denies Com S 31 Wasting you followsood SE.07.	6Nx-
Sand Careford, 15 Milas Road, Manden,	Ons.
Surrey. Audit Clerk.	

DATED this July day of flue

WITNESS to the above signatures



1. The the First Sc referred to provided app of Table A Articles.

2. Regu 58, 62, 66, of Table A a not apply to

3. The : £3,000 divid

4. The of the origin be allotted for such con Directors may forming part as to the al by the Compa creation of su of Regulation

5. Subject Act any Pres

es, addresses and is of being formed is Memorandum of to take the number y set opposite our

> Number of shares taken by each subscriber

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THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES.

Articles of Association

OF

D. W. GENERAL WOOD MACHINISTS LIMITED

PEGIUTEPO SUULDA

PRELIMINARY

- 1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act,1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.
- 2. Regulations 2, 3, 24, 40 to 43 (inclusive), 53, 58, 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

- 3. The initial share capital of the Company is £3,000 divided into 3,000 shares of £1 each.
- 4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.
- 5. Subject to the provisions of Section 58 of the Act any Preference Chares may be issued on the terms

that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

THAISFER OF SHARES

- 7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.
- 8. No shares in the Company shall be transferred otherwise than as provided in Clause 7 of these Articles unless the following provisions are complied with :-
 - (a) If any member holding one or more class of share desires to sell or transfer such shares or any of them he shall notify his desire to the Directors in writing, the notice to specify the number and class of shares to be sold, and not to be revocable within one month without the consent of the Directors. Such notification shall constitute an authority to the Directors to offer the shares at a "fair value" as hereinafter defined to the members of the Company who are at that time owners of that class of share pro rata to their holding.
 - (b) In the event of any such members not being desirous of purchasing all or any of such shares, they shall notify the Directors accordingly, who shall then offer such shares at their discretion to all or any of the other members of that class.
 - (c) No shares in the Company shall be transferred to a person not a member of the Company so long as any member of the Company may be willing to purchase such share at the "fair value".
 - (d) The "fair value" shall be such sum as the Auditors of the Company for the time being shall determine, and their valuation shall be accepted by all parties as the "fair value" of such shares.

- (e) If the month to five value share the (right refus
- (f) For t "memb entit
- 9. Save s no transfer of shall be made of the Directo decline to giv suspend the re days immediate in each year. instrument of two shillings time to time d thereof, and (B by the certifi such other evi to show the ri If the Directo shares they sh which the tran the transferee Companies Act,
- 10. At any vote of the measure a poll of result of the solution by at least two or by the holds of at least one share capital ademanded a declar has on a show or by a particular major minute book of thereof without votes recorded
- 11. Subjectime being atton a show of ha have one vote, vote for each s

Compact are liable

l meeting as is I of Table A shall no quorus present quorum shall not be time appointed for shares of the class

by a member to any ter-in-law, father, fe, nephew or niece eased member may be a aforesaid of the radministrators of tanding in the name ceased member or of deceased member may stees to the trustees rattlement or to a december would have

shall be transferred 7 of these Articles complied with :-

more class of share in such shares or any his desire to the otice to specify the to be sold, and not be month without the such notification ity to the Directors hir value" as hereines of the Company who that class of share

ch members not being or any of such shares, ctors accordingly, who es at their discretion her members of that

shall be transferred of the Company so long bany may be willing to "fair value".

uch sum as the Auditors being shall determine, l be accepted by all e" of such shares.

- (e) If the Directors shall be unable within one month from the date of the said notification, to find a purchaser for the shares at such "fair value", the member may sell all or any of the shares to any person, though not a member of the Company, at any price, but subject to the right of the Directors under these Articles to refuse registration of the transfer.
- (f) For the purpose of the above clauses, the word "member" shall be deemed to include any person entitled to transfer shares in the Company.

9. Save as provided for in Clause 7 of these Articles no transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal pursuant to the Companies Act, 1948, Section 78.

PROCEEDINGS AT GENERAL MEETINGS

10. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and ar entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

ll. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

- 12. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be ERNEST EDWARD DOSSETT and ALBERT EDWARD WOODLEY.
- 13. A person may be appointed a Director notwith-standing that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

POWERS AND DUTIES OF DIRECTORS

- 14. A Director who is in any way whether directly or 14. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be compliant of constitutions a guarant of any and he shall be capable of constituting a quorum at any and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed, contract or come before the Board for proposed, contra consideration.
- 15. A Direc may hold any other office or place of profit under a Company (other than the office of Auditor) is seen of other with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
- 16. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.
- 17. The office of Director shall be vacated if the Director :-
 - (a) Ceases to be a Director by virtue of Section 182 of the Act.
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - Becomes prohibited from being a Director by reason of any order made under Section 188 of a Director by the Act. or
 - (d) Becomes of unsound mind, or
 - (e) Resigns his office by notice in writing to the Company.
 - 18. The Directors may exercise all the powers contained in Clause 3 (p) of the Company's Memorandum of Association in regard to the granting of pensions and allowances as therein mentioned, notwithstanding the

exercise of 3 to the benefi

19. The Company to bo amount of the being issued undertaking thereof, and other securit third party.

- 20. The or more of the or Manager for think fit and entered into appointment. rotation or number of Di of retiremen subject to t damages as mautomaticall be a Directo
- 21. A M such remuner or participa partly in an
- 22. The first meetin time being of agreement be Directors a Secretary 17 remuneration If at fit. any reason may appoint
- 23. Not in manner a those member receiving suregistered supplied to Kingdom for

not be less than Directors of the and ALBERT EDWARD

Director notwithe age of 70 years vacate office by her age.

CTORS

nether directly or proposed contract are of his interest he Act. A Director ntract or proposed e shall be counted ng a quorum at any such contract or e the Board for

r office or place than the office of .co of Director for co remuneration and time.

self or his firm in any and he or his a for professional actor provided that orise a Director to

l be vacated if the

irtue of Section 182

any arrangement or or generally, or

eing a Director by ander Section 188 of

ce in writing to the

e all the powers pany's Memorandum of ting of pensions and notwithstanding the exercise of such powers shall directly or indirectly enure to the benefit of one or more of their own number.

BORROWING POWERS

19. The Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

MANAGING DIRECTORS AND MANAGERS

20. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

21. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

22. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

23. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

INDEMNITY

24. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Regulation 136 of Part I of Table A every Director, officer, or official of the Company shall be indemnified against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES,

DATED thi

WITNESS

Act and in n Regulation officer, or l against all ties incurred his duties or NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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J. Walfing Von Rd.

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15 Milas Rand,

Meeden,

Luckey

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DATED this It day of flue 1958
WITNESS to the above signatures:

Story

Welfow Road

I. W. 1.

Chartied accountant

DUPLICATE FOR THE FILE

No. 607717



Certificate of Incorporation

	2)	Hereop	Ceriny	That
TERAL W	מטם	HACHINISTS	Tarren	

is this day Incorporated under the Companies Act, 1948, and that the

Company is Limited.

Given under my hand at London this Ninth day of

July One Thousand Nine Hundred and Fifty eight.

Registrer of Componies

Certificate received by

2 Even 8

14 72 Co. Date 16

6 /7 /148

607717.

We certify that there is annexed horeto a true copy of the Falance Sheet lodged before the Company at the Annual General Moeting of the Company held on the 25th April 1968 (including every document required by Lew to be annexed to the Balance Sheet) a true copy of the Report of the Auditors on, and of the Report of the Directors accompanying the Falance Sheet.

D. W. GETERAL WOOD MACHINISTS LITD.

Report of the Directors to be submitted to the Members at the Annual General Meeting of the Company to be held at 2, Suffolk Lane, London, D.C.4. on Thursday the 25th April 1968.

8,564	The Profit on Trading for the Year arounts to From this the following Charges have to be deducted:-		11,235
866 133 6,916 7,973 58	Audit Fee Birectors' Remineration	709 131 10,136	10,976
591	Leaving a Net Profit for the year of		259
135 80			<u>726</u>
726	Balance to be carried forward		985
angradu d			town next

Mrs. M.R. Woodley retires by rotation and is eligible for re-election.

The Auditors, Messrs. Hagley, Knight & Co., Chartered Accountants, have signified their willingness to remain in Office.

BY ORDER OF THE ECARD.

J. WILSON.

SECLETARY.

BALANCE SHEET AS AT 51ST AUGUST, 1967

1966			Cost 1	epreciatio)	n Net
		Pixed Assets			
3,695 1,330 254		Plent and Machinery Motor Vehicles Fixtures and Fittings	6,180 2,180 336	2,252 1,140 94	3,928 1,040 242
5,279			8,696	3,486	5,210
		Current Assets			
- **	1,491	Stock at Cost as valued by Directors Work in Progress at Cost as valued by		1,452	
	5,216	Directors		6,073 13,046	
ř	7 . 902 375	Trade Pebtors and Propayments Bank Deposit Account		675	
14,984		Cash in Hand Cash at Bank		190 52	21,468
					26,698
20,263		TOTAL ASSETS			20,090
		Less: Current Liabilities			
	8,004	Sundry Creditors and Accrued Expenses Due to Company's Eankers (Secured on Freshold Propert; and Life Policies		9,337	
	1,762	deposited by Directors)		80	
	28	Current Taxation Directors Current Accounts		16 13,280	20,713
16,537	6,743				
3,726		NET ASSETS			£3,985
vicely special ism		Represented by:-			- Cardenani
		Share Capital			
		Authorised Issued & Fully Paid			
3,000		3,000 Shares of il each			3,000
		Revenue Reserve			
726		Profit & Loss Account			985
		A. WOODLEY			£3,985
3,726		E. DOSSETT	DIRECTORS		~,,,,,,,
		0)			

REPORT OF THE AUDITORS TO THE MEAGERS OF D.W. CENERAL WOOD MACHINISTS LITD.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit. In our opinion proper books of Account have been kept by the Company so far as appears from our examination of those books. We have examined the above Balance Sheet and annexed Profit & Loss Account which are in agreement with the books of Account. In our opinion and to the best of our information and according to the explanations given us the said Accounts give the information required by the Companies Act 1948, in the manner so required, and the Balance Sheet gives a true and fair view of the state of the Company's affairs as at 31st August 1967, and the Profit & Loss Account gives a true and fair view of the net profit for the year ended on that date.

HAGLEY, KNIGHT & CO.

Chartered Accour-

D. W. GINERAL WOOD MACHINISTS LAD.

BROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST AUGUST, 1967

<u> 1966</u>				
8,564		Trading Profit for the Year		11,305
	819	Less: Depreciation and Loss on Disposal of Fixed Assets	779	
	131	Audit Fee	131	
	6,918	Directors Remuneration	10,136	11,046
7,926	58	Preliminary Expenses Written Off		
638		Leaving a Net Profit for the Year		259
88		Add: Balance brought forward		726
726		Balance carried forward		£985
				-

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D.W. GENERAL WOOD MACHINISTS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 855/857, High Road, Tottenham, London. M17. on the 5th day of September One thousand nine hundred and seventy-eight the following RESOLUTIONS were duly passed:-

SPECIAL RESOLUTION

""That the provisions of the Company's Memorandum of Association with respect to its objects be altered by inserting after sub-clause (k) of Clause 3 of the said Memorandum the following new sub-clause:-

"(kl) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person firm or Company whatsoever" ""

ORDINARY RESOLUTION

"That the share capital of the Company be increased from £3,000 to £50,000 by the creation of 47,000 new shares of £1 each ranking in all respects pari passu with the 3,000 existing shares of £1 each in the capital of the Company."

Messall. 3-

CHAIRMAN.

Presente 1 by ...
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP





THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948 To the Registrar of Companies Name of Company ... D.W. GENERAL WOOD MACHINISTS Limited* hereby gives you notice that by ordinary 'extraordinary 'extraordi ...5th.September.1978....., the nominal capital of the company has been increased by the The additional capital is divided as follows:-Number of shares Class of share Nominal amount of each share 47,000 Ordinary Shares £l The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-(If any of the shares are preference shares state whether they are redeemable or not) The new shares to rank in all respects pari passu with the existing 3,000 shares of £1 each Director or Secretary Director

> * Delete "Limited" if not applicable ** Delete as necessary

The London Law Agency Limited, Temple Chainbers, Temple Avenue, London, EC4Y OHP

Telephone: 01 - 353 9471 (6 lines).

Presented by > SENTHELONDONALAW AGENCY LTD. WE TEMPLE CHAMBERS, &Co TERPLETAVENUE,et, LONDON TROANSHET DETES.

No of lawrany 607717

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5 1948 to 1976

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

SOCIATION

of

D. W. GENERAL WOOD MACHINISTS LIMITED

(As altered by Special Resolution passed on the 5th day of September, 1978)

- 1. The Name of the Company is "D.W. GENERAL WOOD MACHINISTS LIMITED".
- 2. The Registered Office of the Company will be situate in England.
- 3. The Objects for which the Company is established are:-
- (a) To carry on business as wood and timber merchants and growers, importers, dealers, brokers, factors and agents of and in wood and timber and as manufacturers of and dealers in wood blocks, windows, doors, mouldings, boxes, plywood, sleepers, banisters, panelling, furniture, ladders, scaffolding, masts, spars, derricks, sawdust, wood, pulp, tcol-handles, woodwork and wooden articles of all kinds, coal, coke and other fuel, bricks, cement, stone, tiles, slates, sand, ballast, prints, varnishes, distemper, wallpapers and builders' and decorators' material, supplies and equipment of all descriptions.
 - (b) To carry on business as carpenters, joiners, woodcarvers, turners, wheelwrights, builders, decorators, shop and office fitters, mechanical, electrical, hydraulic and sanitary engineers, saw mill proprietors, ship, barge and boat owners, lightermen, wharf and dock owners, warehousemen, carriers, garage proprietors, road makers, metal and alloy makers and workers and general contractors.

Presented by >
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS.
TEMPLE AVENUE.
LONDON, EC4Y 0HP

GREKINGSTON/MENZIES

- 5 OCT 1978 C

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) 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.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k1) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and fringe and uncalled capital of the Company, or by both the ethods, the performance of any contract or obligation by person firm or Company whatsoever.

- (1) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (e) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

- (u) The objects specified in each paragraph of this Clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.
- 4. The liability of the members is limited.
- 5.* The share capital of the Company is £3,000 divided into 3,000 shares of £1 each.

SIGNED & Dosself

CHRIRMAN

^{*} By Ordinary Resolution passed on the 5th day of September, 1978, the share capital was increased to £50,000 divided into 50,000 shares of £1 each.

COMPANY NUMBER 607717

THE COMPANIES ACTS 1948 TO 1975

COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

D. W. GENERAL WOOD MACHINISTS LIMITED

ef ref

Incorporated the 9th day of July, 1958.



The London Law Agency Limited

Company Registration Agents : Law Agents : Printers and Publishers
Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 9471 (6 lines)

This prime it filed pursuant to Section 9 of the European Communities Act 1972, any emouding the His print have been duly injuried. AGENCY LIMITED

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

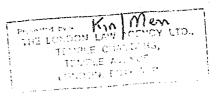
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D.W. GENERAL WOOD MACHINISTS LIMITED

(As altered by Special Resolution passed on the 5th day of September, 1978)

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- 2. The Registered Office of the Company will be situate in England.
- 3. The Objects for which the Company is established are:-
- (a) To carry on business as wood and timber merchants and growers, importers, dealers, brokers, factors and agents of and in wood and timber and as manufacturers of and dealers in wood blocks, windows, doors, mouldings, boxes, plywood, sleepers, banisters, panelling, furniture, ladders, scaffolding, masts, spars, derricks, sawdust, wood, pulp, tool-handles, woodwork and wooden articles of all kinds, coal, coke and other fuel, bricks, cement, stone, tiles, slates, sand, ballast, paints, varnishes, distemper, wallpapers and builders' and decorators' material, supplies and equipment of all descriptions.
- (b) To carry on business as carpenters, joiners, woodcarvers, turners, wheelwrights, builders, decorators, shop and office fitters, mechanical, electrical, hydraulic and sanitary engineers, saw mill proprietors, ship, barge and boat owners, lightermen, wharf and dock owners, warehousemen, carriers, garage proprietors, road makers, metal and alloy makers and workers and general contractors.





- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
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- (1) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

- (u) The objects specified in each paragraph of this Clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.
- 4. The liability of the members is limited.
- 5.* The share capital of the Company is £3,000 divided into 3,000 shares of £1 each.

^{*} By Ordinary Resolution passed on the 5th day of September, 1978, the share capital was increased to £50,000 divided into 50,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
DENNIS EVANS, 31, Wolfington Road, West Norwood, S.E.27.	One
Accountant.	
DAVID CRANFORD, 15, Milner Road, Morden, Surrey.	One
Audit Clerk.	

Dated this 24th day of June 1958.

Witness to the above Signatures :-

H. V. KNIGHT, Abford House, Wilton Road, S. W. 1.

Chartered Accountant.

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THE COMPANIES ACT, 1948 in duly in the LONDO

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

D. W. GENERAL WOOD MACHINISTS LIMITED

PRELIMINARY

- 1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.
- 2. Regulations 2, 3, 24, 40 to 43 (inclusive), 53, 58, 62, 66, 75, 84, 88, 107, 108, 110 and 154 of Part I of Table A and Regulation 3 of Fart II of Table A shall not apply to the Company.

CAPITAL

- 3.* The initial share capital of the Company is £3,000 divided into 3,000 shares of £1 each.
- 4. The share of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table Λ .
- 5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

^{*} By Ordinary Resolution passed on the 5th September 1978 the share capital was increased to £50,000 divided into 50,000 shares of fleach

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSFER OF SHARES.

- 7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.
- 8. No shares in the Company shall be transferred otherwise than as provided in Clause 7 of these Articles unless the following provisions are complied with:-
 - (a) If any member holding one or more class of share desires to sell or transfer such shares or any of them he shall notify his desire to the Directors in writing, the notice to specify the number and class of shares to be sold, and not to be revocable within one month without the consent of the Directors. Such notification shall constitute an authority to the Directors to offer the shares at a "fair value" as hereinafter defined to the members of the Company who are at that time owners of that class of share pro rata to their holding.
 - (b) In the event of any such members not being desirous of purchasing all or any of such shares, they shall notify the Directors accordingly, who shall then offer such shares at their discretion to all or any of the other members of that class.
 - (c) No shares in the Company shall be transferred to a person not a member of the Company so long as any member of the Company may be willing to purchase such share at the "fair value".

- (d) The "Fair value" shall be such sum as the Auditors of the Company for the time being shall determine, and their valuation shall be accepted by all parties as the "fair value" of such shares.
- (e) If the Directors shall be unable within one month from the date of the said notification, to find a purchaser for the shares at such "fair value", the member may sell all or any of the shares to any person, though not a member of the Company, at any price, but subject to the right of the Directors under these Articles to refuse registration of the transfer.
- (f) For the purpose of the above clauses, the word "member" shall be deemed to include any person entitled to transfer shares in the Company.
- Save as provided for in Clause 7 of these Articles no transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal pursuant to the Companies Act, 1948, Section 78.

PROCEEDINGS AT GENERAL MEETINGS.

10. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

11. Subject to any rights or restrictions for the time being attached to any class of classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

- 12. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be ERNEST EDWARD DOSSETT and ALBERT EDWARD WOODLEY.
- 13. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

POWERS AND DUTIES OF DIRECTORS.

- 14. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.
- 15. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
- 16. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.
- 17. The office of Director shall be vacated if the Director :-
 - (a) Ceases to be a Director by virtue of Section 182 of the Act.
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
 - (d) Becomes of unsound mind, or

- (e) Resigns his office by notice in writing to the Company.
- 18. The Directors may exercise all the powers contained in Clause 3 (p) of the Company's Memorandum of Association in regard to the granting of pensions and allowances as therein mentioned, notwithstanding the exercise of such powers shall directly or indirectly enurs to the benefit of one or more of their own number.

BORROWING POWERS.

19. The Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

MANAGING DIRECTORS AND MANAGERS.

- 20. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.
- 21. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY.

22. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of the agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES.

23. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

INDEMNITY.

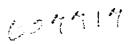
24. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Regulation 136 of Part I of Table A every Director, officer, or official of the Company shall be indemnified against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

P

MDP/ST/NG

17 August 1992

The Board of Directors D W General Wood Machinists Ltd 855-857 Tottenham High Road Tottenham London N17 8EY



Dear Sirs

In accordance with Section 392(1) of the Companies Act 1985 we hereby resign as auditors to the company with immediate effect.

As required by Section 394(1) we are not aware of any circumstances connected with our resignation that we consider should be bought to the notice of the members or creditors of the company.

We have forwarded a copy of this letter to the Registrar of Companies and would remind you that, in accordance with Section 392(3) of the Companies Act 1985, the company should also forward a copy to the Registrar of Companies within 14 days of its receipt.

Yours faithfully

L

for MENZIES







MDP/ST/NG

THE CHESTNUTS, 18 EAST STREET, FARNHAM, SURREY GU9 7SD TELEPHONE 0252 712828 FAX 0252 733670

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COMPANIES HOUSE

1 6 DEC 1992

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NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contains some data which is illegible.

The poor quality has been noted but unfortunately the steps taken to improve the quality have been unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.