

3798.
No. of Company 668114



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

~~XXXXXXXXXXXXXXXXXXXX~~

CPLD LIMITED

(adopted by Special Resolution passed on the 27th September,
1974)

HIGGS & SONS
SOLICITORS
134 HIGH STREET
BRIERLEY HILL
WEST MIDLANDS
DY5 3BG

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

~~N.C.P. FUELS LIMITED~~

CPLD LIMITED **

(adopted by Special Resolution passed on the 27th September 1974)

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say the Clauses in Part 1 of Table A numbered 24, 53, 75 and 77 shall not apply to this Company but in lieu thereof and in addition to the remaining Clauses in Part 1 of Table A the following shall be the regulations of the Company

2. The Company is a Private Company and accordingly Clauses 2, 3, 4 and 5 but not Clause 6 in Part II of Table A shall apply to the Company

SHARES CAPITAL AND SHARES

3. The Share Capital of the Company is £778,910 divided into 778,910 Ordinary Shares of £1 each

** By a Special Resolution of 29 May 1998 the name of the Company was changed from N.C.P. FUELS LTD to CPLD LTD.

4. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit

5. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid up 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 two or more joint holders

6. The instrument of transfer of any share shall be signed by or on behalf of the transferor and, in the case of a partly paid share, by the Transferee and regulation 22 of Table A Part I shall be modified accordingly

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act, 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two

9. So long as any company (hereinafter called "the Parent Company") or its subsidiary companies or nominees shall hold not less than three-fourths of the shares of the Company for the time being it shall have the right of nominating the Directors of the Company and shall be entitled from time to time to remove any such nominee or any other Director from the Board and to fill any vacancy therein which may arise from any cause and the Directors in office at the date of adoption of this Article shall for the purposes hereof be deemed to have been nominated by the Parent Company. The Parent Company shall also be entitled

during the period aforesaid to fix the remuneration of the Directors and the first sentence of Regulation 76 of Part I of Table A shall accordingly not apply during the said period. Any Directors who shall from time to time have been or be deemed to have been nominated by the Parent Company shall not during the period aforesaid be liable to retirement by rotation but subject to Regulation 88 of Part I of Table A shall hold office until removed by the Parent Company under the powers herein contained and Regulations 89 to 97 inclusive of Part I of Table A shall take effect accordingly subject to the provisions of this Article.

10. A Director need not be a member of the Company but he shall nevertheless be entitled to receive notice of and to attend and speak at General Meetings of the Company

11. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these presents and any person proposed to be appointed a Director shall be capable of being re-appointed as the case may be as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such

12. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, managers or other

officers or servants of such company or voting or providing for the payment of remuneration to the directors, managing directors, managers or other officers or servants of such company) and any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director, managing director, manager or other officer or servant of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid

BORROWING POWERS

13. (a) Subject as hereinafter provided, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party Provided that the Directors shall restrict the borrowings of the Company so as to secure that the aggregate amount for the time being remaining undischarged of money raised borrowed or secured by the Company shall not at any time exceed such an amount as shall from time to time be authorised in writing by the Board of Directors of L.C.P. Holdings Limited or any other company which shall for the time being beneficially own more than fifty per centum of the issued share capital of the Company

(b) Notwithstanding anything contained in these Articles of Association the Directors shall have power to cause the Company to guarantee any debenture, debenture stock or other obligation of its Parent Company L.C.P. Holdings Limited and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a

Director of L.C.P. Holdings Limited or otherwise concerned or
interested in such matter

This is a print of the New Articles of Association of the Company
which were by Special Resolution of the Company duly passed on the
27th September, 1974 adopted as the Articles of Association of
the Company in lieu of and to the exclusion of the Articles of
Association then existing.

R.D. Pitt

Chairman

No. 668114

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

~~XXXXXXXXXXXXXXXXXXXX~~

CPLD LIMITED

(As altered by Sepcial Resolutions passed
25th August 1967, 13th March 1972 and
27th July 1972)

INCORPORATED ON 19th August 1960

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATES

of
CPLD LIMITED
~~XXXXXXXXXXXXXXXXXXXX~~

(As altered by Special Resolutions passed 25th
August 1967 and 13th March 1972)

- Note: Name changed by Special Resolution passed 3.3.72.
1. The name of the Company is "~~XXXXXXXXXXXXXXXXXXXX~~ CPLD LIMITED**
 2. The Registered Office of the Company will be situate in England.
 3. The objects for which the Company is established are:

Note: This paragraph as substituted for former paragraph by Special Resolution passed 3.3.72.

(a) To carry on all or any of the businesses of wholesale and retail coal, coke, patent fuel and oil fuels merchants and factors, and dealers in and agents and brokers for the sale and purchase of coal, coke, briquettes, petrol, grease, oil, oil fuels, and patent and prepared fuel of all kinds, colliery, mine, and quarry stores and requisites, and minerals and mineral substances of all kinds, pitwood importers and dealers, firewood and timber merchants, firelighter manufacturers and dealers, artificial and other manure merchants, hardware merchants, ironmongers, general builders' merchants, and dealers in soil and lime and building materials and requisites of all kinds, sack and bag merchants, garage proprietors, haulage and transport contractors, char-a-banc, omnibus and motor vehicle proprietors, salesmen and repairers, constructional, electrical motor mechanical and general engineers dealers in rubber tyres and tubes lorries, motor vehicles and motor vehicle parts of all kinds, electrical equipment and batteries and all kinds of equipment for use in passenger and haulage

**By Special Resolution of 29 May 1998 the name of the Company was changed from LCP Fuels Limited to CPLD Limited

insurance agents; and to buy, sell, manufacture and deal in plant, machinery, rolling stock, implements, appliances, apparatus, articles commodities and things of all kinds, capable of being dealt with in connection with the before mentioned businesses, or any of them or likely to be required by customers of or persons having dealings with the Company; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers agents or otherwise.

(b) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(c) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or water-courses and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same, or joint with others in doing so.

and protect prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company, carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest, amalgamate with, or enter into partnership or into any arrangement for sharing profits or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of or otherwise deal with all or any part of the property and rights of the Company.

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

(h) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient

with the Company, and to give guarantees or become security for any such persons, firms or companies.

(i) To borrow or raise money 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.

(ii) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.

(j) 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.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's

(l) To enter into any arrangement with any Governments or authorities, supreme, municipal, local or otherwise, or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm or persons, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests 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 carried on 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 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.

(o) To remunerate any person, firm or company rendering services to this Company, either 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 as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this Company.

(q) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company, or its employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or

persons; to make payments towards insurance; to set up, establish, support, and maintain superannuation and other funds, or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or 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 this Company, and to place or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property 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.

(t) 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 the Company or of which this Company may have the power of disposing.

(u) To procure the Company to be registered or recognised in any Dominion or Dependency and in any foreign country or place.

(v) 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 £778,910 divided into 778,910 Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each Subscriber
EMILY FANNY COLLINS, 234 Delph Road, Brierley Hill. Widow.	One
MARIE JOSE ELIZABETH PINDER, 31 Tack Farm Road, Wordsley, Brierley Hill. Wife of Leonard Pinder.	One

Dated the 8th day of August 1960.

Witness to the above signatures:-

R. G. H. Higgs,
Solicitor,
Brierley Hill.

I, certify that the above is a true copy of the Memorandum of L.C.P. FUELS LIMITED as altered by Special Resolutions passed on the 25th August, 1967 and 13th March, 1972.

46/10/60
.....
E. A. Jones

secretary

COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

of
L. C. P. FUELS LIMITED



(Registered 1st August 1972)

At an Extraordinary General Meeting of the Company duly convened and held on the 27th day of July 1972 the following resolutions were duly passed as Special Resolutions

1. THAT the Memorandum of Association of the Company be altered by the insertion in clause 3 thereof after sub-clause (v) the following new clause:
"It is hereby expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause."
2. THAT the Articles of Association of the Company be altered as follows:
 - (a) By deleting Article 6.
 - (b) By including a new sub-Article 6 (a) to read as follows:

BORROWING POWERS

"6.(a) Subject as hereinafter provided, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as collateral security for any debt liability

Provided that the Directors shall restrict the borrowing of the Company so as to secure that the aggregate amount for the time being remaining undischarged of money raised borrowed or secured by the Company shall not at any time exceed such an amount as shall from time to time be authorised in writing by the Board of Directors of L.C.P. Holdings Limited or any other Company which shall for the time being beneficially own more than fifty per centum of the issued share capital of the Company."

(c) By including a new sub-Article 6 (b) to read as follows "6. (b) That notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee any debenture stock or other obligation of its Parent Company, L.C.P. Holdings Limited, and to charge its undertaking, assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any resolution regarding any such guarantee or charge notwithstanding that he is also a Director of L.C.P. Holdings Limited or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect."

R. D. PITT

Chairman