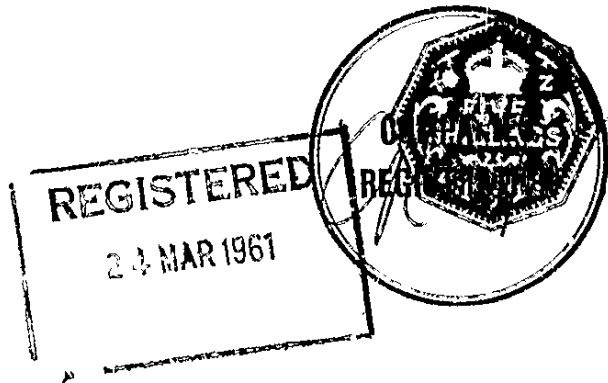


r of
my

THE COMPANIES ACT, 1948



A 6s.
Companies
Registration
Fee Stamp
must be
impressed
here.

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

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

TERRAPIN HIRE
LIMITED

led by

Jansen, Cobb, Pearson & Co.,

22, College Hill,

London, E.C.4.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Michael Fellows Pearson

of 22, College Hill in the City of London

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") 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 (*) Solicitor of

the Supreme Court engaged in the formation

of Terrapin Hire

Limited,

And that all the requirements of the Companies Act, 1948, 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 4 College Hill

in the City of London

the 13th day of March

one thousand nine hundred and sixty
one

Michael Fellows Pearson

Before me,

M. Markham

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

Note.—This margin is reserved for binding and must not be written across.

687131/2

CC 27/50

Number of
Company

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL
OF

TERRAPIN HIRE

LIMITED

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

REGISTERED

24 MAR 1961

THE NOMINAL CAPITAL of the above named Company is £ 20,000

Signature

Michael J. Gannon

Description Solicitor engaged in formation of
Company

Dated the Thirteenth day of March 1961

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

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

Presented by

Janson, Cobb, Pearson & Co.,

22, College Hill,

London, E.C.4.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



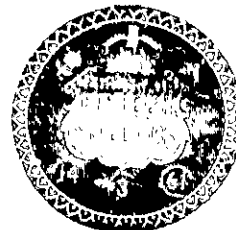
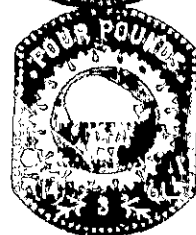
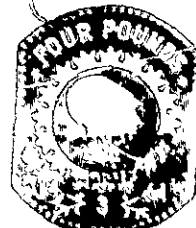
687331 / 3

REGISTERED

The Companies Act, 1948

24 MAR 1961

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

TERRAPIN HIRE LIMITED

1. The name of the Company is "TERRAPIN HIRE 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 in the United Kingdom or elsewhere all or any one or more of the following businesses, namely, the buying, selling, letting on hire, hire purchase or easy payment system of, manufacturing and contractors of and dealers in, agents for, and distributors of, mobile buildings of any description, portable buildings, caravans, temporary or permanent prefabricated buildings or buildings of any description, and all things accessory thereto or appertaining thereto or used therewith, household or office furniture and domestic or business appliances, installations, fittings, machinery, motor cars, motor lorries and wagons and motor vehicles of all kinds and descriptions, and of all vehicles of any kinds whatsoever whether moved, propelled or drawn by motor, steam, petrol or electricity, or any mechanical or other power or device, and as designers, manufacturers and repairers of all such buildings, articles and vehicles, and as coach-builders, builders, construction engineers, vehicle and motor vehicle manufacturers, hirers or dealers, electricians, tool-makers, metal and alloy makers of all types of light or heavy alloy construction; and as exporters, importers, shippers and advertising agents; and to carry on the trade or business of engineers, founders, smiths, machinists, manufacturers and patentees; to purchase or otherwise acquire land, houses, offices, showrooms, workshops, buildings and premises and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights convenient to be used in or about the trade or business of engineers, founders, smiths, machinists, motor and coach and mobile or permanent dwelling, caravan or accessory manufacturers, dealers, hirers, repairers or agents.

- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of

the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £20,000, divided into 20,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Michael F Pearson 22 College Hill London E.C. 4. Solicitor	me
Peter F Chapman 22 College Hill London E.C. 4. Solicitor's Articled Clerk	One

Dated this 13th day of March, 1961.

Witness to the above Signatures—

W. Doyle,
22, College Hill,
London, E.C. 4.
Private Secretary.

68731/0
The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

TERRAPIN HIRE LIMITED



PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 6 (but not regulation 5) of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

Companies House Scan Upon Demand

**We apologise that the following
documents are of poor quality.**

**Thank You for your
Understanding.**

The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 38 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words " (not being a fully paid share) " and the words " (other than fully paid shares) " shall be omitted.

TRANSFER OF SHARES.

7. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring

member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(c) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than ten. The following shall be the first Directors of the Company, that is to say—Harry Collett Bolt, Michael Fellows Pearson, Percy Ashworth, Edward Kenneth Smart and John McKechnie, and the said Harry Collett Bolt shall be a Director of the Company for his life or unless and until disqualified under Article 14.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. 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 security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.

- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against

all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael F Pearson

22 College Hill

London E.C.4

Solicitor

Peter F. Chapman

22 College Hill

London E.C.4

Solicitor's Articled Clerk

Dated this 13th day of March . 1961.

Witness to the above Signatures—

G. Doyle

22 College Hill

London E.C.4

Private Secretary

No. C. 173

DUPLICATE FOR THE FILE

No. 687831



Certificate of Incorporation

I Herchby Certify, that

TERRAPIN HIRE LIMITED

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

Given under my hand at London this **Twenty-fourth** day of
March One Thousand Nine Hundred and Sixty **one**.

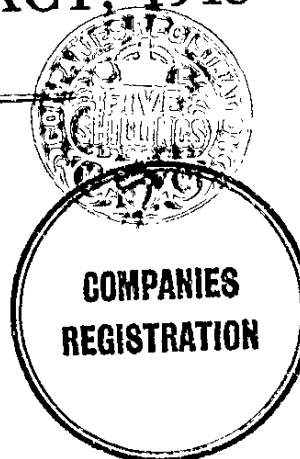
Assistant Registrar of Companies.

Certificate
received by

Janson Lobb Pearson and Co
22, College Hill EC4

Date. 27/3/61

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
Company

TERRAPIN HIRE

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by TERRAPIN HIRE LIMITED

HADDON HOUSE,


2-4 FITZROY STREET, LONDON, W.1.



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

_____ TERKAPIN HIRE _____ LIMITED
hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at HADDON HOUSE,
2-4 FITZROY STREET, LONDON, W.1.

Signature 
(State whether Secretary
Director or Secretary) _____

Dated the 7th day of April 19 61 .

NOTE.—This Margin is reserved for binding and must not be written across.

Number of
Company

0737

Form No. 103

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
Company

REGISTERED	
23-11-1964	
TE. P A P I N H I R E	L I M I T E D

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by TERRAPIN HIRE LIMITED,

'HARON HOUSE', 19 WATLEYBONE RD. E.,

London, N.W.1.

223

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

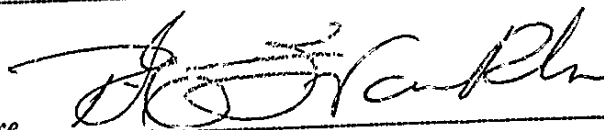
TERRA IN FIRE

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 'Heron House', (Third Floor), 19 Marylebone Road,

London, N.W.1.

Signature



(State whether
Director or Secretary)

Secretary

Dated the 25th day of March 1964 .

NOTE.—This Margin is reserved for binding and must not be written across.

Number of
Company

Form No. 103

THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION

A Co.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

TERRAPIN HIRE

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by
Terrapin Hire Limited,
Terrapin Works, Denbigh Road,
Watling Street, Bletchley, Bucks.

2431 34

**Notice of Place where Register of Members is kept or of any
Change in that Place.**

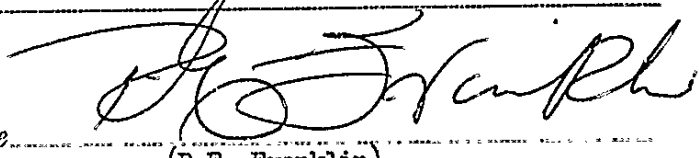
To the REGISTRAR OF COMPANIES.

TERRAPIN HIRE

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Terrapin Works Office, Denbigh Road,
Watling Street, Bletchley, Bucks.

Signature.....


(R.E. Franklin)

*(State whether
Director or Secretary)*

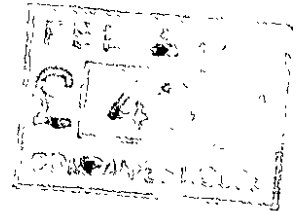
Secretary

Dated the 8th *day of* September, 19 64 .

NOTE.— This Margin is reserved for binding and must not be written across.

Registered No. 667831

Registered in England and Wales



THE COMPANIES ACTS 1948 TO 1985
PRIVATE COMPANY LIMITED BY SHARES

TERRAPIN HIRE LIMITED

CHANGE OF NAME

SPECIAL RESOLUTION

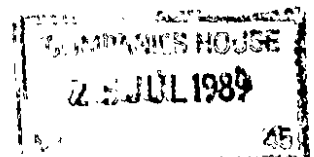
At an Extraordinary General Meeting of the Members of the Company, duly convened and held at Bond Avenue, Bletchley, Milton Keynes on Thursday, 6th July 1989, the following resolution was passed as a SPECIAL RESOLUTION:-

"THAT the name of the Company be changed to
TERRAPIN BUILDING HIRE AND LEASING LIMITED with
effect from 1st October 1989."



[Signature]
.....
A.L. Vick
Chairman

120415/40 -
165960



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 687831

I hereby certify that

TERRAPIN HIRE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TERRAPIN BUILDING HIRE AND LEASING LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 OCTOBER 1989

an authorised officer



Terrapin Building Hire & Leasing Ltd

Bond Avenue, Bletchley,
Milton Keynes MK1 1J, England
Tel: Milton Keynes (0300) 270300
Fax: Milton Keynes (0300) 270352
Tx: 02463 TERRAPIN

COMPANY NUMBER: 687831

TERRAPIN BUILDING HIRE AND LEASING LIMITED

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

Ordinary and Special Resolutions of Terrapin Building Hire and Leasing Limited passed on 17th September 1993.

At an Extraordinary General Meeting of the above-named Company duly convened and held at Bond Avenue, Bletchley, Milton Keynes on 17th September 1993 at 10.00 a.m. the following resolutions were passed as ordinary and special resolutions.

ORDINARY RESOLUTION

OR1

That the authorised share capital of the Company be increased to £500,000 by the creation of 480,000 Ordinary Shares of £1.00 each, such shares ranking pari passu with the shares in the capital of the Company.

OR2

That upon the recommendation of the Directors the sum of £480,000 being part of the accumulated revenue reserves be capitalised and appropriated as capital to and among the holders of the 20,000 Ordinary Shares of £1 each in the capital of the Company as appearing in the Register of Members as at the close of business on 17th September 1993 and that the Directors be authorised and directed to apply such sum in paying up in full 480,000 shares of £1 each in the capital of the Company and to allot and distribute such new shares credited as fully paid to Terrapin International Limited.

SR1

That the name of the Company be changed to TERRAPIN LIMITED with effect from 26th September 1993.

.....
Chairman of the Meeting



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 687831

The Registrar of Companies for England and Wales hereby certifies that

TERRAPIN BUILDING HIRE AND LEASING LIMITED

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

TERRAPIN LIMITED

Given at Companies House, London, the 24th September 1993

A handwritten signature in cursive script, appearing to read 'L. Mills'.

MRS L. MILLS

For The Registrar Of Companies.



C O M P A N I E S H O U S E

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

CHA166

123Please do not
write in this
margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--

687831

Name of company

• TERRAPIN BUILDING HIRE AND LEASING LIMITED

*insert full name of
companygives notice in accordance with section 123 of the above Act that by resolution of the company dated
17 September 1993 the nominal capital of the company has been increased by§ the copy must be
printed or in some
other form
approved by the
registrar

£ 480,000 beyond the registered capital of £ 20,000

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:ranking pari passu with the existing Ordinary Shares in
the capital of the CompanyPlease place an X
here if continued
overleaf

--

‡ Insert Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver (Scotland)
as appropriate

Signed

*A. J. P. Eldon*Designation ‡ *Secretary*Date *24-9-93*Presenter's name address and
reference (if any):Ref: AJP.ELT.TERRAPIN
Fennemores Solicitors
Bouverie House
200 Silbury Boulevard
Central Milton Keynes
Buckinghamshire
MK9 1LL
Tel 0908-678241

For official Use

General Section





240993
mms

Terrapin Building Hire & Leasing Ltd

Bond Avenue Bletchley
Milton Keynes MK1 1J, England
Tel: Milton Keynes (0209) 270990
Fax: Milton Keynes (0209) 270992
Telex: 604061TERRMA

COMPANY NUMBER: 687831

TERRAPIN BUILDING HIRE AND LEASING LIMITED



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

Ordinary and Special Resolutions of Terrapin Building Hire and Leasing Limited passed on 17th September 1993.

At an Extraordinary General Meeting of the above-named Company duly convened and held at Bond Avenue, Bletchley, Milton Keynes on 17th September 1993 at 10.00 a.m. the following resolutions were passed as ordinary and special resolutions.

ORDINARY RESOLUTION

OR1

That the authorised share capital of the Company be increased to £500,000 by the creation of 420,000 Ordinary Shares of £1.00 each, such shares ranking pari passu with the shares in the capital of the Company.

OR2

That upon the recommendation of the Directors the sum of £480,000 being part of the accumulated revenue reserves be capitalised and appropriated as capital to and among the holders of the 20,000 Ordinary Shares of £1 each in the capital of the Company as appearing in the Register of Members as at the close of business on 17th September 1993 and that the Directors be authorised and directed to apply such sum in paying up in full 480,000 shares of £1 each in the capital of the Company and to allot and distribute such new shares credited as fully paid to Terrapin International Limited.

SR1

That the name of the Company be changed to TERRAPIN LIMITED with effect from 26th September 1993.

RB700101
C/ntfwd
Smeijer

.....
Chairman of the Meeting





**Terrapin Building Hire
& Leasing Ltd**

Bond Avenue, Bletchley,
Milton Keynes MK1 1JJ, England
Tel: Milton Keynes (0908) 270930
Fax: Milton Keynes (0908) 270930
Tx 68465 TERRMK

Company Number: 687831

CRO

TERRAPIN BUILDING HIRE AND LEASING LIMITED

Companies Act 1948 - 1985

Private Company limited by shares

Special Resolution of TERRAPIN BUILDING HIRE AND LEASING LIMITED


Passed on 17th September 1993

At an EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE Company held at Bond Avenue, Bletchley, Milton Keynes at 10.10 a.m. and attended by all of the members of the Company being entitled to receive notice of and attend and vote at general meetings of the Company the following RESOLUTION WAS PASSED:


RESOLVED as a SPECIAL RESOLUTION

- 1 That the power given by Articles 3 and 4 in the Articles of Association of the Company be confirmed but the pre-emption right in respect of allotment to existing members be disapplied and in accordance with S95 of the Companies Act 1985, S89(1) of that Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purpose of S.80 of that Act and the directors may allot grant options over or otherwise dispose of such shares to such persons on such terms and in such manner as they see fit for as long as this resolution shall have effect

SIGNED



J.A. Bolt



For and on behalf of
Terrapin International Limited

