

Number of
Company

691547

Form No. 41

THE COMPANIES ACT, 1948



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.

A. G. MAIDMENT AND SON
LIMITED

REGISTERED
4 MAY 1961

Signed by

WILSON & SONS,

93, CRANE STREET,

SALISBURY, WILTS.



12 APR 1961

I, GILBERT COLIN BROWN

of 95 CRANE STREET, SALISBURY, WILTS

(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 (a) A Solicitor

of the Supreme Court engaged

in the formation

of

A. G. MAIDMENT AND SON

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 SALISBURY

in the County of Wilts

the 22nd day of April

one thousand nine hundred and sixty
one.

Before me,

T.C. Egan

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

Number of
Company

691547

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

A. & C. MAIDMENT AND SON

LIMITED

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

THE NOMINAL CAPITAL of the above named Company is £5,000.

Signature

Description

Dated the

day of

1961

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

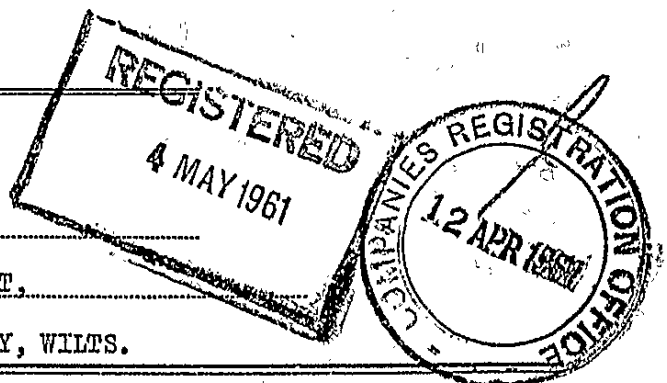
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

WILSON & SONS,

93 CRANE STREET,

SALISBURY, WILTS.



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

691547/3



The Companies Act, 1948



COMPANY LIMITED BY SHARE

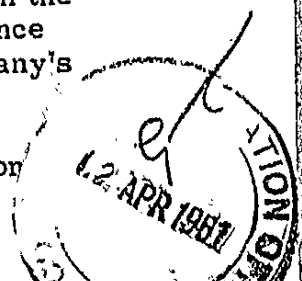
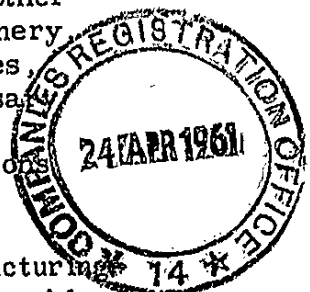
Memorandum of Association

OF

A.G. MAIDMENT & SON LIMITED.

REGISTERED
4 MAY 1961

1. The name of the Company is "A.G. MAIDMENT & SON LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To carry on all or any of the businesses of haulage contractors, carriers, removers and transporters of goods of all kinds, garage proprietors, taxi-cab, omnibus, tractor and other public or private conveyance proprietors, mechanical engineers, tool makers, brass-founders, metal workers, millwrights, makers of agricultural and other machinery, machinists, smiths, woodworkers, coach and body builders and painters and electrical engineers.
 - (2) To buy, sell, exchange, hire manufacture, alter improve, manipulate, prepare for market and otherwise deal in all kinds of vehicles, plant, machinery apparatus, tools, utensils, petrol, oils, greases, vapour substances, materials and things necessary or convenient for carrying on any of the above specified businesses or usually dealt in by persons engaged in the like.
 - (3) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
 - (4) 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.

- (5) To purchase or otherwise acquire and take over as a going concern the business and undertaking of any company, firm or person carrying on any of the businesses aforesaid, and all or any of the assets or liabilities of any such company, firm or person; and to carry on all or any businesses or business so acquired, and to develop and extend the same.
- (6) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's businesses and to regulate and discontinue the same.
- (7) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the performance of the obligations of and the payment of moneys secured by, or payable under, or in respect of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company whether British, Colonial or Foreign or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever.
- (8) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its members.
- (9) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement, with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.

- (11) To apply for, purchase or otherwise acquire, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (12) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present or future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (13) To draw, make, accept, endorse, discount, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (14) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.
- (15) 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.
- (16) 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.

- (17) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
- (19) To grant annuities, pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any) or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (20) To distribute any of the property of the Company among its Members in specie or kind.
- (21) To enter into mutual insurance, indemnity or protection associations and to underwrite on the Company's account any fire or other risks provided that nothing herein contained shall empower the Company to carry on the business of insurance or re-insurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946.
- (22) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.


And it is hereby declared that the word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and

that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £5,000 divided into Five thousand Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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.
<p>J. E. HATT-COOK 93. Crane Street Salisbury. Solicitor</p>	<p>One.</p>
<p> (E. J. PINNIGER) Windover House St. Ann. Street, Salisbury. Chartered Accountant.</p>	<p>One</p>

DATED the tenth day of April 1961.

WITNESS to the above Signatures :-

G. C. BROWN
93 Crane Street
Salisbury
Solicitor



691547
The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

A.G. MAIDMENT & SON LIMITED.

REGISTERED
4 MAY 1961

TABLE "A".

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part I thereof.

BUSINESS.

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time as it may consider expedient and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may consider it expedient not to commence or proceed with the same.

3. The Registered Office shall be at such place in England as the Board shall from time to time appoint.

SHARE CAPITAL AND SHARES.

4. The original share capital of the Company is £5,000 divided into Five thousand Shares of £1 each.

5. 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.

PROCEEDINGS AT GENERAL MEETINGS.

6. Subject to the provisions of the Act, a resolution, in writing

signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more Members. Regulation 5 of Part II of Table A shall be modified accordingly.

7. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than five. Regulation 75 of Table A shall be modified accordingly.

9. A Director shall not be required to hold any qualification, Regulation 77 of Table A shall not apply to the Company.

10. The Directors shall not be subject to retirement by rotation. Regulations 89 to 93 inclusive of Table A shall not apply and the remaining Regulations of Table A shall be construed accordingly.

11. Any Director who by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

12. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made, the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director provided that if any Director retires by rotation or otherwise but is re-elected at the same Meeting, any appointment made by him pursuant to this Article which was in force immediately

before his retirement shall remain in force as though he had not retired. Any Director acting as alternate shall have additional vote for each Director for whom he acts as alternate.

13. 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. Regulation 79 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

14. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

15. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Clause 84 of Table A shall be modified accordingly.

PENSIONS AND ALLOWANCES.

16. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or as an officer or employee of the Company or of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Article 87 of Table A shall not apply to the Company.

J. E. Hart-Lox
93. Crown Street
Salisbury, Wilt.
Somerset

Sumner

Windsor House, St Ann Street, Salisbury
Chartered Accountant.

WITNESS to the above Signatures :-

J. C. Lusk
93 Crane Street
Salisbury
Solvent

No. C. 173

DUPLICATE FOR THE FILE

No. 691547



Certificate of Incorporation

I Hereby Certify, that

A.G. MAIDMENT & SON LIMITED

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

Given under my hand at London this Fourth day of

May One Thousand Nine Hundred and Sixty one.

A. J. M. M. M.
Assistant Registrar of Companies.

Certificate
received by

Date - 4 MAY 1961

P

No. 691547

19

Ordinary Resolution of A. G. Maidment & Sons Ltd.

Passed 13th August, 1969

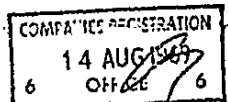
At an Ordinary General Meeting of the above named Company, duly convened and held on the 13th day of August, 1969, the following resolution was passed as an Ordinary Resolution.

Ordinary Resolution

That the Authorised Share Capital of the Company be increased from five thousand pounds to fifty thousand pounds by the creation of forty-five thousand Ordinary Shares of one pound each to rank *pari passu* with the five thousand Ordinary Shares of one pound each already issued.

A G Maidment

CHAIRMAN



W404PS.000402

NO. OF COMPANY 691547



THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

A. G. Maidment and Son

LIMITED.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cont. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S273 (8) □

Presented by

Messrs Fawcett, Brown and Pennington,

Windover House St. Ann Street,

Salisbury, Wilts.

691547
No. 691347.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

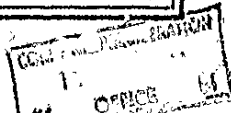
A.G. MAIDMENT & SON
LIMITED

Incorporated the 4th day of May, 1961.

The Amendments to this Memorandum and Articles of Association have been authenticated by Mr. G. E. Maidment a director of the Company whose signature and initials appear below.

G. E. Maidment
G.E.M.

WILSON & SONS,
Solicitors,
93, Crane Street,
Salisbury.



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

A.G. MAIDMENT & SON LIMITED.

1. The name of the Company is "A.G. MAIDMENT & SON LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To carry on all or any of the businesses of haulage contractors, carriers, removers and transporters of goods of all kinds, garage proprietors, taxi-cab, omnibus, tractor and other public or private conveyance proprietors, mechanical engineers, tool makers, brass-founders, metal workers, millwrights, makers of agricultural and other machinery, machinists, smiths, woodworkers, coach and body builders and painters and electrical engineers.
 - (2) To buy, sell, exchange, hire manufacture, alter improve, manipulate, prepare for market and otherwise deal in all kinds of vehicles, plant, machinery, apparatus, tools, utensils, petrol, oils, greases, vapour substances, materials and things necessary or convenient for carrying on any of the above specified businesses or usually dealt in by persons engaged in the like.
 - (3) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
 - (4) 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.

- (5) To purchase or otherwise acquire and take over as a going concern the business and undertaking of any company, firm or person carrying on any of the businesses aforesaid, and all or any of the assets or liabilities of any such company, firm or person; and to carry on all or any businesses or business so acquired, and to develop and extend the same.
- (6) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's businesses and to regulate and discontinue the same.
- (7) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the performance of the obligations of and the payment of moneys secured by, or payable under, or in respect of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company whether British, Colonial or Foreign or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever.
- (8) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its members.
- (9) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement, with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.

- (11) To apply for, purchase or otherwise acquire, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (12) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present or future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (13) To draw, make, accept, endorse, discount, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (14) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.
- (15) 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.
- (16) 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.

- (17) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
- (19) To grant annuities, pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any) or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (20) To distribute any of the property of the Company among its Members in specie or kind.
- (21) To enter into mutual insurance, indemnity or protection associations and to underwrite on the Company's account any fire or other risks provided that nothing herein contained shall empower the Company to carry on the business of insurance or re-insurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946.
- (22) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and

that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £50,000 divided into Fifty thousand Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

GEM

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.
J. E. HATT-COOK, 93 Crane Street, Salisbury. Solicitor.	ONE
E. J. PINNIGER, Windover House, St. Ann Street, Salisbury. Chartered Accountant.	ONE

DATED the Tenth day of April, 1961.

WITNESS to the above Signatures :-

G. C. BROWN,
93 Crane Street,
Salisbury.
Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

A.G. MAIDMENT & SON LIMITED.

TABLE "A".

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part I thereof.

BUSINESS.

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time as it may consider expedient and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may consider it expedient not to commence or proceed with the same.

3. The Registered Office shall be at such place in England as the Board shall from time to time appoint.

SHARE CAPITAL AND SHARES.

4. The original share capital of the Company is £5,000 divided into Five thousand Shares of £1 each.

5. 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.

PROCEEDINGS AT GENERAL MEETINGS.

6. Subject to the provisions of the Act, a resolution in writing

signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more Members. Regulation 5 of Part II of Table A shall be modified accordingly.

7. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than five. Regulation 75 of Table A shall be modified accordingly.

9. A Director shall not be required to hold any qualification. Regulation 77 of Table A shall not apply to the Company.

10. The Directors shall not be subject to retirement by rotation. Regulations 89 to 93 inclusive of Table A shall not apply and the remaining Regulations of Table A shall be construed accordingly.

11. Any Director who by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

12. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made, the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director provided that if any Director retires by rotation or otherwise but is re-elected at the same Meeting, any appointment made by him pursuant to this Article which was in force immediately

before his retirement shall remain in force as though he had not retired. Any Director acting as alternate shall have additional vote for each Director for whom he acts as alternate.

13. 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. Regulation 79 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS.

14. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

15. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Clause 84 of Table A shall be modified accordingly.

PENSIONS AND ALLOWANCES.

16. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or as an officer or employee of the Company or of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Article 87 of Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. E. HATT-COOK,

93 Crane Street,

Salisbury.

Solicitor.

E. J. PINNIGER,

Windover House,

St. Ann Street,

Salisbury.

Chartered Accountant.

DATED the Tenth day of April, 1961.

WITNESS to the above Signatures :-

G. C. BROWN,

93 Crane Street,

Salisbury.

Solicitor.

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

A. G. MAIDMENT & SONS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the
Company duly convened and held on Friday 1st day of
February 1974 the following Resolutions were passed as
ORDINARY RESOLUTIONS:-

RESOLUTIONS

1. That the capital of the Company be increased from £50,000 to £75,000 by creation of 25,000 Ordinary Shares of £1 each.
2. That it is desirable to capitalise the sum of £25,000 being part of the amount standing to the credit of the Profit and Loss Account of the Company and accordingly that such sum be capitalised and that the Directors be and they are hereby authorised and directed to appropriate the said sum of £25,000 to the Members registered at the close of business on the 1st day of February 1974 as the holders of the Ordinary Shares in the capital of the Company in the proportion to the number of shares held by them (being in the proportion of one share for every two shares then held but so that no member shall be entitled to any fractional part of a share or to cash in lieu) and to apply such sum on their behalf in paying up in full £25,000 unissued Ordinary Shares of £1 each in the capital of the



Company, such 25,000 Ordinary Shares of £1 each to
be allotted and distributed credited as fully paid up
to amongst such members in the proportion aforesaid.

J E Maudmont

CHAIRMAN