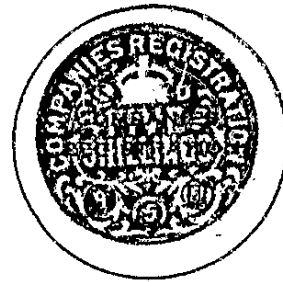


692651/1

THE COMPANIES ACT, 1948.

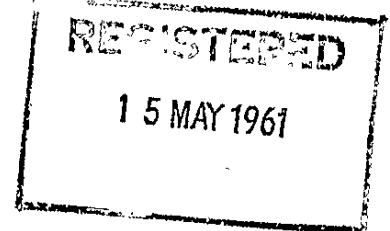


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



NAME OF

COMPANY..... R. T. CARDO (TRANSPORT)

LIMITED.

AT. No. C.F.41.

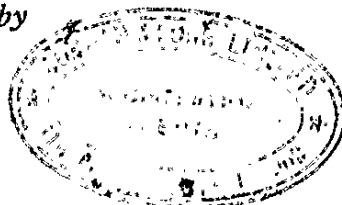
C 511 JS1641J) L

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



I, **ROGER MICHAEL WOOD FRITCHARD**

of **24 LICHFIELD STREET,**

BILSTON,

STAFFS.

GRS
DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~]

of **R. T. CARDO (TRANSPORT)**

.....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.....**Bilston**.....
in the County of **Stafford**

the...**2nd**...day of...**May**.....
One thousand nine hundred and Sixty One
before me,

James R. Scott
A Commissioner for Oaths (b)

[Signature]

NOTE.

Section 15 of The Companies Act, 1948.

15. (1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorized to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.

NO. OF COMPANY. 692651/2

COMPANY HAVING A SHARE CAPITAL.

NAME OF
COMPANY.

R. T. CARDO (TRANSPORT)

LIMITED.

REGISTER

15 MAY 1961

Island
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £15,000

Signature.....

Date..... 2nd May, 1961..... Description..... Subscribers to Memorandum

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

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

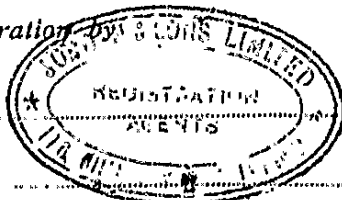
CAT. No. C.A.25.

S3035 (P) 12

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration



Handwritten signature 'A' over a circular stamp.

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



692651/3 15 MAY 1961
The Companies Act, 1948



COMPANY LIMITED BY SHARES

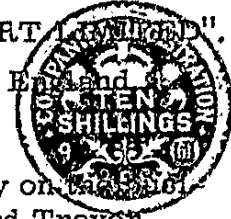
Memorandum of Association

OF

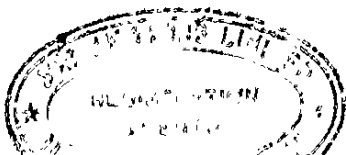
R. T. CARDO TRANSPORT LIMITED.



1. The Name of the Company is "R. T. CARDO TRANSPORT LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-



- (A) To acquire and take over as a going concern and carry on the business of Haulage Contractors now carried on by Richard Trevor Cardo at Dawley Brook, Kingswinford in the County of Stafford under the style of R. T. Cardo (Transport) together with all or any of the real and personal property and assets of the proprietor of that business used in connection therewith or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement already prepared and engrossed and expressed to be made between the said Richard Trevor Cardo of the one part and this Company of the other part a copy whereof has for the purpose of identification been initialled by the Subscribers hereto.
- (E) To carry on either in connection with the business aforesaid or as distinct and separate businesses the businesses of Haulage Contractors, General Carriers, Hauliers, Removal Contractors, Railway and Forwarding Agents, Warehousemen, Bonded Car Men and Common Car Men, Automobile Engineers and Agents, Garage Proprietors, Automobile and Cycle Dealers and Manufacturers, Carriage Builders, Joiners, woodworkers, Timber Merchants, Coal Merchants, Mechanical Engineers, Machinists, Electricians, Tyre and Rim Manufacturers, Upholsterers, Rubber and Oil Merchants and workers in all kinds of Rubber, Leather, Copper, Brass, Iron, Tin, Steel, Aluminium or any other Metal and to Manufacture, Buy, Sell, Repair or Deal in any Appurtenances, Accessories, Components and Apparatus that can be adapted to or used in connection with any vehicle and to store and deal in Petrol or any Oil or Spirit used for the Propulsion of any kind of Motor Vehicle and in all kinds of Lubricating Oils and to Buy, Sell, Manufacture and Repair Motor Cars and Carriages, Auto-cars, Charabancs, Motor Cycles, Bicycles, Aeroplanes, Boats, Yachts of any kind and description and vehicles of every description whether self-propelled or otherwise; to let the same on hire with or without the option of purchase and to sell the same on the hire-purchase system and to enter into any Agreements in respect of such Repairs or Sales and generally to deal with any Vehicles owned by the Company in any manner that may be thought fit.



AP
J

- (C) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) 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.
- (E) 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 watercourses 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 join with others in so doing.
- (F) To apply for, register, purchase or by other means acquire 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.
- (G) 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 in, 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.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) 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.
- (J) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise 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.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To 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 interests.
- (N) To enter into any arrangements 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 person 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.

- (O) 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.
- (P) To act as agents or brokers and as trustee 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.
- (Q) 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.
- (R) 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.
- (S) 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 employes, 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 who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and 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 dependents.
- (T) 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 guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (U) 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.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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.

4. The Liability of the Members is Limited. ✓


5. The Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>Frederick James Evans, 40 Patricia Avenue, Goldthorn Park, Wolverhampton Solicitor's Managing Clerk</p> <p>PERCY PERCE JONES Percy Rice and 'Pete' Gullens Father Bilston. Solicitor's Managing Clerk.</p>	<p>One</p> <p>One</p>
TOTAL SHARES TAKEN.	Two

Dated this 2nd day of May 1961

Witness to the above Signatures :-

 R M W. RITCHARD
Solicitor
Bilston.



692651/H

The Companies Act, 1948

COMPANY LIMITED BY SHARES



Articles of Association

OF

R. T. CARDO TRANSPORT LIMITED.

15 MAY 1961

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, Clauses 24, 53 and 87 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.
3. The Directors shall forthwith take into consideration and if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof. ✓

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is £15,000 divided into 15,000 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.

6. The lien conferred by Clause 11 in 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.

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.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

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

POWERS OF DIRECTORS.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. 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; and Clause 84 in Part I of Table A shall be modified accordingly.

12. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were, at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations,

clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

WINDING UP.

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

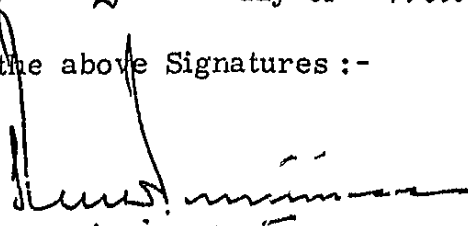
Frederick James Evans
40 Patricia Avenue,
Goldthorn Park,
Wolverhampton.
Solicitors managing clerk.

Ray Cecil James
214 Guller's Garden
Bristol.

Solicitors managing clerk.

Dated this 2nd day of May 1961

Witness to the above Signatures :-


Solicitor
Bristol.

DUPLICATE FOR THE FILE

No. 692531



Certificate of Incorporation

I Hereby Certify, that

R. T. CARDO TRANSPORT LIMITED

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

Given under my hand at London this **Fifteenth** day of
May One Thousand Nine Hundred and Sixty **one.**

A. J. Mann
Assistant Registrar of Companies.

Certificate
received by }

Date

Number of Company: 692651. 19



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(Copy)

S P E C I A L R E S O L U T I O N

(Pursuant to The Companies Act, 1948, Sections 18 and 141)

of

R. T. CARDO TRANSPORT LIMITED.

Passed the 12th day of December, 1961.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 24, Lichfield Street, Bilston in the County of Stafford, on the 12th day of December, 1961, the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to 'Specialized Transport Limited'".

CHAIRMAN,



Company Number.....692651

B



Reference: C.R. 98/4857/61

BOARD OF TRADE,

COMPANIES ACT, 1948

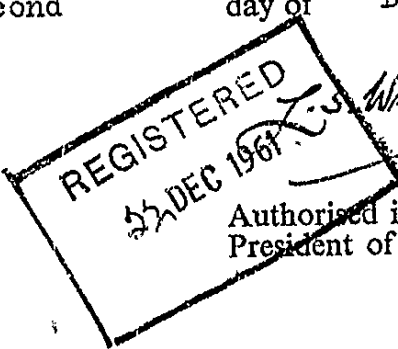
R. T. CARDO TRANSPORT Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

SPECIALIZED TRANSPORT LIMITED

Signed on behalf of the Board of Trade

this twenty-second day of December 19 61



Authorised in that behalf by the
President of the Board of Trade

No. C. 60.

L. 38373/4312 3m. 6/61 B.L. & Co. Ltd. Op. 891/9803

DUPLICATE FOR THE FILE.

No. 692651



Certificate of Incorporation on Change of Name

Whereas

R. T. CARDO TRANSPORT LIMITED

was incorporated as a limited company under the

Companies Act, 1948.

on the **fifteenth** day of **May, 1961**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

SPECIALIZED TRANSPORT LIMITED

Given under my hand at London, this **twenty-second** day of

~~December~~ One thousand nine hundred and sixty one.

Certificate received by

J. B. Whitefield

Assistant Registrar of Companies.

Date

3839

120
THE COMPANIES ACT 1948 to 1967.

Company Limited by Shares.

01000

(Copy).

SPECIAL RESOLUTIONS.

(Pursuant to the Companies Act 1948 Section 141).

-of-

SPECIALIZED TRANSPORT LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the 28th day of August 1970 the following Special Resolutions were duly passed :

SPECIAL RESOLUTIONS.

- "1. That the name of the Company be changed to South Staffs (Engineers) Limited.
2. That the Memorandum of Association of the Company with respect to its objects to altered by the addition of the following clause to be numbered 3 (AA).
"3(AA). To carry on in any part of the world all or any of the businesses of manufacturers, designers and producers of and dealers in all types of fabricated and pre-fabricated buildings, erections and of component parts thereof whether in metal, alloys, synthetic materials, wood or other substances, structural engineers, constructional steel erectors, civil engineers, contractors for the erection, repair, alteration, re-construction, demolition and decoration of all types of buildings, houses, works and constructions of all kinds, welders machinists, engineers, joiners, carpenters, works, shop and office fitters, sanitary, electrical, gas, water and general engineers, plumbers, glaziers and painters manufacturers and merchants of and dealers in general building materials and requisites, hardware and general iron-mongery, iron, steel and other metal merchants and stockholders and to manufacture, buy, sell, instal, maintain, repair and deal in plant, machinery, tools, appliances, materials, articles and things of all kinds capable of being used for the purposes of the beforementioned businesses or any of them."


CHAIRMAN.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 692651 / 21

I hereby certify that

SPECIALIZED TRANSPORT LIMITED

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

SOUTH STAFFS (ENGINEERS) LIMITED

Given under my hand at London the 16th SEPTEMBER, 1970.


(F. L. KNIGHT)

Assistant Registrar of Companies



COMPANY LIMITED BY SHARES

Haulage Contractors

8/9/70

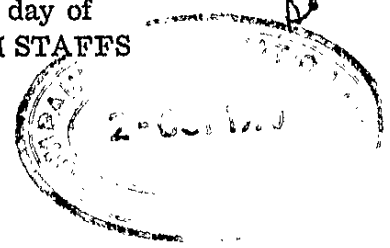
Memorandum of Association

OF

SOUTH STAFFS (ENGINEERS) LIMITED.
(As altered by Special Resolution passed on the
28th day of August, 1970)

- 1.* The Name of the Company is "SOUTH STAFFS (ENGINEERS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To acquire and take over as a going concern and carry on the business of Haulage Contractors now carried on by Richard Trevor Cardo at Dawley Brook, Kingswinford in the County of Stafford under the style of R. T. Cardo (Transport) together with all or any of the real and personal property and assets of the proprietor of that business used in connection therewith or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement already prepared and engrossed and expressed to be made between the said Richard Trevor Cardo of the one part and this Company of the other part a copy whereof has for the purpose of identification been initialled by the Subscribers hereto.
 - (AA) To carry on in any part of the world all or any of the businesses of manufacturers, designers and producers of and dealers in all types of fabricated and pre-fabricated buildings, erections and of component parts thereof whether in metal, alloys, synthetic materials, wood or other substances, structural engineers, constructional steel erectors, civil engineers, contractors

* The name of the Company was, on the 22nd day of December, 1961, changed from "R. T. CARDO TRANSPORT LIMITED" to "SPECIALIZED TRANSPORT LIMITED" and, on the 16th day of September 1970 the name was further changed to "SOUTH STAFFS (ENGINEERS) LIMITED".



for the erection, repair, alteration, re-construction, demolition and decoration of all types of buildings, houses, works and constructions of all kinds, welders, machinists, engineers, joiners, carpenters, works, shop and office fitters, sanitary, electrical, gas, water and general engineers, plumbers, glaziers and painters, manufacturers and merchants of and dealers in general building materials and requisites, hardware and general ironmongery, iron, steel and other metal merchants and stockholders and to manufacture, buy, sell, install, maintain, repair and deal in plant, machinery, tools, appliances, materials, articles and things of all kinds capable of being used for the purposes of the before-mentioned businesses or any of them.

- (B) To carry on either in connection with the business aforesaid or as distinct and separate businesses the businesses of Haulage Contractors, General Carriers, Hauliers, Removal Contractors, Railway and Forwarding Agents, Warehousemen, Bonded Carmen and Common Carmen, Automobile Engineers and Agents, Garage Proprietors, Automobile and Cycle Dealers and Manufacturers, Carriage Builders, Joiners, Woodworkers, Timber Merchants, Coal Merchants, Mechanical Engineers, Machinists, Electricians, Tyre and Rim Manufacturers, Upholsterers, Rubber and Oil Merchants, and Workers in all kinds of Rubber, Leather, Copper, Brass, Iron, Tin, Steel, Aluminium or any other Metal and to Manufacture, Buy, Sell, Repair or Deal in any Appurtenances, Accessories, Components and Apparatus that can be adapted to or used in connection with any vehicle and to store and deal in Petrol or any Oil or Spirit used for the Propulsion of any kind of Motor Vehicle and in all kinds of Lubricating Oils and to Buy, Sell, Manufacture and Repair Motor Cars and Carriages, Autocars, Charabancs, Motor Cycles, Bicycles, Aeroplanes, Boats, Yachts of any kind and description and vehicles of every description whether self-propelled or otherwise; to let the same on hire with or without the option of purchase and to sell the same on the hire-purchase system and to enter into any Agreements in respect of such Repairs or Sales and generally to deal with any Vehicles owned by the Company in any manner that may be thought fit.
- (C) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (D) 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.
- (E) 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 watercourses 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 join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire 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.
- (G) 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 in, 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.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) 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.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise 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.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To 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 interests.
- (N) To enter into any arrangements 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 person, 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.

- (O) 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.
- (P) 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.
- (Q) 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.
- (R) 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.
- (S) 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 employés, 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 who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and 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 dependents.
- (T) 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 guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (U) 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.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each.



Chairman

COMPANY LIMITED BY SHARES

(COPY)

NOTICE

of

SPECIAL RESOLUTION

of

SOUTH STAFFS (ENGINEERS) LIMITED

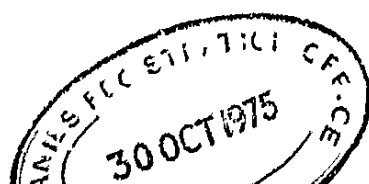
(pursuant to Section 141 of the
Companies Act 1948)

Passed the 31st day of July 1975

At an Extraordinary General Meeting duly convened and held on the 31st day of July 1975 the following Resolution was duly passed as a SPECIAL RESOLUTION

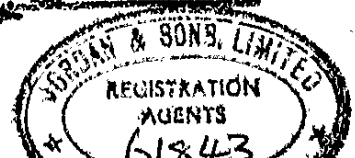
That the Memorandum of Association of the Company be altered with respect to its objects by the addition thereto of the following clause to be numbered 3 (A) (i)

- 3 (A) (i) "To carry on all or any of the businesses of farming in all its branches including the purchase and sale of all types of farming machinery and equipment, producers of and dealers in all types of live and dead stock, fruit, vegetables, cereals, flour and farm products either by wholesale or by retail sale, live stock breeders, poultry farmers, manufacturers and dealers either by wholesale or by retail of cheese, butter and all forms of milk or milk products whether in bulk or in special containers or of special grade or quality, egg powders, powdered milk, horticultural products and seeds, timber growers and merchants and to acquire construct and erect all buildings glasshouses and other premises for the promotion of growth of crops, vegetables, fruit or flowers or the storage thereof and to sell the produce thereof wholesale or retail and generally to do such acts or things capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of any of the Company's property or business"



Chairman

75



L40

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

131

(COPY)

CT3120 1244 LI. 040.00 ✓

NOTICE

of

SPECIAL RESOLUTION

of

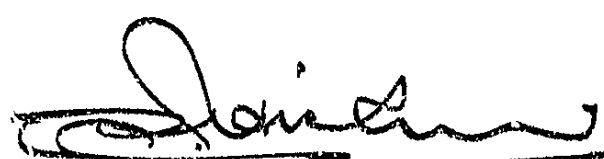
SOUTH STAFFS (ENGINEERS) LIMITED ✓

(pursuant to Section 141 of the
Companies Act 1948)

Passed the 31st day of July 1975

At an Extraordinary General Meeting duly convened and
held on the 31st day of July 1975 the following
Resolution was duly passed as a SPECIAL RESOLUTION ✓

That the name of the Company be changed to
South Staffs (Farms) Limited. ✓



Chairman

REGISTRATION

JORDAN & SONS, LIMITED
REGISTRATION
AGENTS



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 692651

132

I hereby certify that

SOUTH STAFFS (ENGINEERS) LIMITED

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

SOUTH STAFFS (FARMS) LIMITED

Given under my hand at London the 21st November 1975

(R. V. WHIPP)
Assistant Registrar of Companies

No. OF COMPANY 692651

35

THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

SOUTH STAFFS (FARMS) LIMITED

(INCORPORATED THE 15TH DAY OF MAY, 1961)

JORDAN & SONS LIMITED

LEGAL AND INFORMATION SERVICES, PRINTERS AND PUBLISHERS,
JORDAN HOUSE, 47, BRUNSWICK PLACE, LONDON. N1 6EE.

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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SOUTH STAFFS (FARMS) LIMITED ✓

(As altered by Special Resolution passed on the 28th
day of August, 1970)

CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this company's Memorandum of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Communities Act 1972.

DATED

P.D. JORDAN & SONS LIMITED

Blades 2/6/76

1. * The Name of the Company is "SOUTH STAFFS (FARMS) LIMITED".

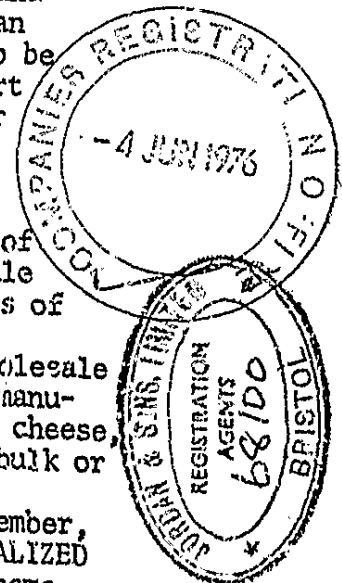
2. The Registered Office of the Company will be situate in
England. ✓

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

(A) To acquire and take over as a going concern and carry
on the business of Haulage Contractors now carried on by Richard
Trevor Cardo at Dawley Brook, Kingswinford in the County of
Stafford under the style of R.T. Cardo (Transport) together with
all or any of the real and personal property and assets of the
proprietor of that business used in connection therewith or
belonging thereto and with a view thereto to enter into and
carry into effect (either with or without modification) an
Agreement already prepared and engrossed and expressed to be
made between the said Richard Trevor Cardo of the one part
and this Company of the other part a copy whereof has for
the purpose of identification been initialed by the
Subscribers hereto.

(A) i) To carry on all or any of the businesses of
farming in all its branches including the purchase and sale
of all types of farming machinery and equipment, producers of
and dealers in all types of live and dead stock, fruit,
vegetables, cereals, flour and farm products either by wholesale
or by retail sale, live stock breeders, poultry farmers, manu-
facturers and dealers either by wholesale or by retail of cheese,
butter and all forms of milk or milk products whether in bulk or

* The name of the Company was, on the 22nd day of December,
1961, changed from "R.T. CARDO TRANSPORT LIMITED" to "SPECIALIZED
TRANSPORT LIMITED" on the 16th day of September 1970 the name
was changed to "SOUTH STAFFS (ENGINEERS) LIMITED", and on the 21st
day of November, 1975, the name was changed to "SOUTH STAFFS
(FARMS) LIMITED"



in special containers or of special grade or quality, egg powders, powdered milk, horticultural products and seeds, timber growers and merchants and to acquire construct and erect all buildings glasshouses and other premises for the promotion of growth of crops, vegetables, fruit or flowers or the storage thereof and to sell the produce thereof wholesale or retail and generally to do such acts or things capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of any of the Company's property or business.

(AA) To carry on in any part of the world all or any of the businesses of manufacturers, designers and producers of and dealers in all types of fabricated and prefabricated buildings, erections and of component parts thereof whether in metal, alloys, synthetic materials, wood or other substances, structural engineers, constructional steel erectors, civil engineers, contractors for the erection, repair, alteration, re-construction, demolition and decoration of all types of buildings, houses, works and constructions of all kinds, welders, machinists, engineers, joiners, carpenters, works, shop and office fitters, sanitary, electrical, gas, water and general engineers, plumbers, glaziers and painters, manufacturers and merchants of and dealers in general building materials and requisites, hardware and general ironmongery, iron, steel and other metal merchants and stockholders and to manufacture, buy, sell, install, maintain, repair and deal in plant, machinery, tools, appliances, materials, articles and things of all kinds capable of being used for the purposes of the before-mentioned businesses or any of them.

(B) To carry on either in connection with the business aforesaid or as distinct and separate businesses the businesses of Haulage Contractors, General Carriers, Hauliers, Removal Contractors, Railway and Forwarding Agents, Warehousemen, Bonded Carmen and Common Carmen, Automobile Engineers and Agents, Garage Proprietors, Automobile and Cycle Dealers and Manufacturers, Carriage Builders, Joiners, Woodworkers, Timber Merchants, Coal Merchants, Mechanical Engineers, Machinists, Electricians, Tyre and Rim Manufacturers, Upholsterers, Rubber and Oil Merchants, and Workers in all kinds of Rubber, Leather, Copper, Brass, Iron, Tin, Steel, Aluminium or any other Metal and to Manufacture, Buy, Sell, Repair or Deal in any Appurtenances, Accessories, Components and Apparatus that can be adapted to or used in connection with any vehicle and to store and deal in Petrol or any Oil or Spirit used for the Propulsion of any kind of Motor Vehicle and in all kinds of Lubricating Oils and to Buy, Sell, Manufacture and Repair Motor Cars and Carriages, Autocars, Charabancs, Motor Cycles, Bicycles, Aeroplanes, Boats, Yachts of any kind and description and vehicles of every description whether self-propelled or otherwise; to let the same on hire with or without the option of purchase and to sell the same on the hire-purchase system and to enter into any Agreements in respect of such Repairs or Sales and generally to deal with any Vehicles owned by the Company in any manner that may be thought fit.

(C) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(D) 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.

(E) 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 watercourses 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 join with others in so doing.

(F) To apply for, register, purchase, or by other means acquire 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.

(G) 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 in, 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.

(H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(I) 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.

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

(K) To borrow or raise 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.

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

(M) To 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 interests.

(N) To enter into any arrangements 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 person, 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.

(O) 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.

(P) 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.

(Q) 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.

(R) 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.

(S) 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 who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and 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 dependents.

(T) 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 guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) 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.

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

(W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.

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

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.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each. ✓

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED *March* 3-676.
p.p. JORDAN & SONS LIMITED

*STILL
PRIVATE*

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SOUTH STAFFS (FARMS) LIMITED

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, Clauses 24, 53 and 87 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.
3. The Directors shall forthwith take into consideration and if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.

SHARE CAPITAL AND SHARES

4. The original Share Capital of the Company is £15,000 divided into 15,000 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.

6. The lien conferred by Clause 11 in 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.

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.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

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

POWERS OF DIRECTORS

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. 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; and Clause 84 in Part I of Table A shall be modified accordingly.

12. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were, at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

Company Number : 69251

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THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

AND

SPECIAL RESOLUTION

OF

SOUTH STAFFS (FARMS) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 28th March 1985 the following resolutions were duly passed as to the resolutions numbered 1. and 2. as Ordinary Resolutions and as to the resolution numbered 3. as a Special Resolution of the Company.

RESOLUTION

1. That the share capital of the Company be increased from £15,000 to £281,000 by the creation of 266,000 new Ordinary Shares of £1 each, such new Shares ranking pari passu with the existing Shares in the capital of the Company.
2. That, conditionally upon the passing of the resolution numbered 1. above, in accordance with Section 14 of the Companies Act 1980, the Directors be unconditionally authorised to exercise all the powers of the Company to allot 275,425 Ordinary Shares of £1 each, such authority to expire on 31st March 1985.
3. That the regulations contained in the document submitted to this meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.


Chairman of the Meeting



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not write in this binding margin

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

*delete if inappropriate

*delete as appropriate

Note

This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

To the Registrar of Companies

For official use Company number

57

692651

Name of Company

SOUTH STAFFS (FARMS) LIMITED

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary] resolution of the company dated 28th March 1985

the nominal capital of the company has been increased by the addition thereto of the sum of £ 266,000 beyond the registered capital of £ 15,000

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
266,000	New Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
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 follows:

The new Shares rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company

Please tick here if continued overleaf

☐

Signed

[Signature]

[Director] [Secretary] Date

28.3.1985

*delete as appropriate

Presentor's Name and Address:-

EVERSHED & TOMKINSON,
10, NEWHALL STREET,
BIRMINGHAM,
B3 3LX.

REFERENCE:- CJS/2....

For official use
General section

Post room



Certificate No. 692651

D. J. Hill

Chairman of the Meeting.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

SOUTH STAFFS (FARMS) LIMITED

(Adopted by Special Resolution passed on 28th March 1985)

Incorporated on 15th May 1961

Evershed & Tomkinson
Solicitors
Birmingham B3 3LX
Disc : S Thirteen



The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

NEW
ARTICLES of ASSOCIATION

of

SOUTH STAFFS (FARMS) LIMITED

(Adopted by Special Resolution passed on 28th March 1985)

PRELIMINARY

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company and the Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 24, 53, 62, 75, 77, 79, 87 to 95 inclusive, 99, 106, 116 and 136 of Table A shall not apply to the Company.
3. In regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" and the sentence "Any reference to any statutory provision shall be deemed to include a reference to all and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of such regulation.
4. In these Articles the expression "Controlling Company" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company for the time being.

SHARES

5. 5.1 No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company or some other person expressly nominated for the purpose by the Controlling

Company in writing but subject thereto all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such time and on such terms and conditions as they think proper, subject to section 14 of the Companies Act 1980, and provided that no shares shall be issued at a discount.

- 5.2 The provisions of subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the Company.

LIEN

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

TRANSFER AND TRANSMISSION

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee, and regulation 22 of Table A shall be modified accordingly.
8. In case any member being a Director shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
9. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 5 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
11. Regulation 54 of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".
12. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A.

VOTES OF MEMBERS

13. Subject to any rights or restrictions for the time being attached to

any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member) or (being a corporate body) is present by a representative or proxy (not being himself a member) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

14. Subject to the provisions of the Companies Acts 1948 to 1981, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, by their duly authorised representatives or proxies) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more members in manner aforesaid.

DIRECTORS

15. In these Articles the expression "the Directors" means the directors for the time being of the Company or (as the context shall require) any of them acting as the Board of directors of the Company.
16. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as directors of the Company, namely:-
- 16.1 any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company; and
- 16.2 any other person approved by the Board of directors of the Controlling Company for so long only as such person is so approved.

The certificate of the Secretary or the Assistant Secretary (if any) of the Controlling Company as to whether or not any person (other than the person giving such certificate) is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph 16.2 of this Article.

17. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of, and to attend and speak at, all general meetings of the Company.
18. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 16 to be a Director and to remove any Director from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
19. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 16 to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
20. In addition and without prejudice to regulation 76 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the

ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

21. 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.

BORROWING POWERS

22. 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, subject to section 14 of the Companies Act 1980, 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

23. In regulation 80 of Table A, the expression "the Companies Acts 1948 to 1981" shall be substituted for the expression "the Act" wherever the same occurs.
24. A Director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising out of the same and may be counted in the quorum present at any meeting at which any such contract, arrangement or matter 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, which paragraphs shall not apply to the Company.
25. The Directors shall not be required to sign their names in a book kept for the purpose of recording attendances at meetings and regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

26. The office of a Director shall be forthwith vacated:-
- 26.1 If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any agreement between him and the Company.
- 26.2 If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- 26.3 If he becomes of unsound mind.
- 26.4 If he is removed from office by a resolution duly passed under section 184 of the Act.
- 26.5 If he is prohibited from being a director by any order made under section 183 of the Act, section 9 of the Insolvency Act 1976 or section 28 of the Companies Act 1976.
- 26.6 If he is removed from office under Article 18.
- 26.7 If he ceases to be eligible under Article 16.

ROTATION OF DIRECTORS

27. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Table A shall not apply to the Company. Also in such regulation 97, the words "and without prejudice to the powers of the directors under regulation 95" shall be omitted.

PROCEEDINGS OF DIRECTORS

28. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company.
29. A resolution in writing, signed by all the directors of the Company for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Directors.

DIVIDENDS

30. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part III of the Companies Act 1980 which apply to the Company.

CAPITALISATION OF PROFITS

31. In regulation 128 of Table A, the word "allotted" shall be substituted for the word "issued".
32. The Company in general meeting may on the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sum in paying up in full unissued shares to be allotted as fully paid bonus shares to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend (and in the same proportions), and the Directors shall give effect to such resolution.
33. In regulation 129 of Table A, the words "whenever a resolution is passed in pursuance of regulation 128 above or Article 32 of the Company's Articles of Association" shall be substituted for the words "whenever such a resolution as aforesaid shall have been passed".

NOTICES

34. In regulation 131 of Table A, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

WINDING UP

35. In regulation 135 of Table A, 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

36.

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 or section 36 of the Companies Act 1980 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 in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 205 of the Act.

Company Number : 692651

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

AND

SPECIAL RESOLUTION

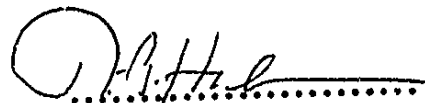
OF

SOUTH STAFFS (FARMS) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 28th March 1985 the following resolutions were duly passed as to the resolutions numbered 1. and 2. as Ordinary Resolutions and as to the resolution numbered 3. as a Special Resolution of the Company.

RESOLUTION

1. That the share capital of the Company be increased from £15,000 to £281,000 by the creation of 266,000 new Ordinary Shares of £1 each, such new Shares ranking pari passu with the existing Shares in the capital of the Company.
2. That, conditionally upon the passing of the resolution numbered 1. above, in accordance with Section 14 of the Companies Act 1980, the Directors be unconditionally authorised to exercise all the powers of the Company to allot 275,425 Ordinary Shares of £1 each, such authority to expire on 31st March 1985.
3. That the regulations contained in the document submitted to this meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.


.....
Chairman of the Meeting



COMPANIES ACT, 1985

SPECIAL RESOLUTION.

(Pursuant to Section 387 of the Companies Act, 1985)

of

SOUTH STAFFS (FARMS) LIMITED.

Passed SEVENTH day of MAY 1988

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company duly convened and held at "Church Farm", Mathon, Malvern, Hereford and Worcestershire, on the SEVENTH day of MAY 1988 the following SPECIAL RESOLUTION was duly passed:

"That the objects of the Company be extended so as to include power in addition to its existing powers

3.(B) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial; industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists, and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft plant, machinery tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

AND that the Memorandum of Association of the Company be modified accordingly by adding the above power as Clause 3.(B) of Association".

