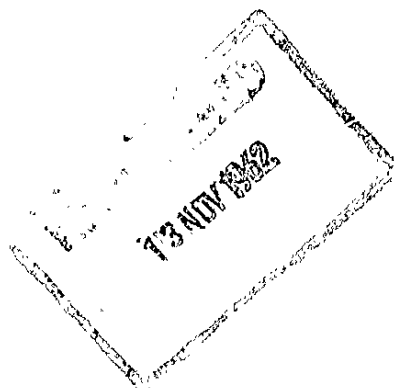


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Form No. 41

THE COMPANIES ACT, 1948



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Registration
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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.

STEVENSON, TURNER AND BOYCE LIMITED

~~LIMITED~~

Executed by

Allen & Overy,

9-12 Cheapside,

London, E.C.2.

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c



35, JOHN MAXWELL, KENNEDY

of 9-12 Cheapside, London, E.C.2.

(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 Solicitor of the

Supreme Court engaged in the formation

of Stevenson, Turner and Boyce

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 61-63 St. Paul's
Churchyard
in the City of London
the 7th day of November
one thousand nine hundred and sixty-
two.

John M. Kennedy

Before me,

[Signature]

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

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

Number of
Company)

740767

OF

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

STEVENSON, TURNER AND BOYCE

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 £ 10,000

Signature

Description Solicitors engaged in the formation

Dated the 7th day of November 1962.

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

Allen & Overy,

9-12 Cheapside,

London, E.C.2.

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

13 NOV 1962



Memorandum of Association

OF

Stevenson, Turner and Boyce Limited.

1. The name of the Company is "STEVENSON, TURNER AND BOYCE LIMITED".

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

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

- Amend.*
- (1) To manufacture, buy, sell and deal in, either as retailers or wholesalers, animal excretions and secretions, animal and agricultural products and by-products, hormones, endocrines, biological, bacterial-ogical, serological, chemical and pharmaceutical products or by-products and generally all kinds and descriptions of veterinary and medical supplies and medicines used in the field of human and animal health.
 - (2) To carry on the business of importers and exporters of all kinds and descriptions of the aforesaid products and materials.
 - (3) To establish, maintain and conduct a jobbing, commission and agency business, and to carry on business as manufacturers' agents and commission merchants in all kinds and descriptions of the aforesaid products and materials.



(2)

- (4) 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 which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To purchase, take on lease or in exchange, or otherwise acquire land, and to develop and turn to account the same in any manner, and in particular by laying out and preparing the same for building purposes, building thereon, planting, paving, draining, sewerage, farming and cultivating the same, letting on building, farming or occupation lease or agreement, and by advancing money to or entering into contracts and arrangements of all kinds with builders, tenants and others.
- (8) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (9) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and

(3)

businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.

- (10) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (11) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (12) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem or be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon, and give up any works or businesses at any time acquired by the Company.
- (13) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (14) To act as Directors or Managers of or to appoint Directors or Managers of any

(4)

subsidiary company or of any other company in which the Company is or may be interested.

- (15) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
- (16) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.
- (17) To give all descriptions of guarantees and indemnities.
- (18) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange. Provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind.
- (19) To borrow and raise money in any manner and on any terms.
- (20) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.

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- (21) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise.
- (22) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (23) To undertake and transact all kinds of trust and agency business.
- (24) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-sub-subsidiary company or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, 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, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company.
- (25) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (26) To enter into any arrangements with any Government or authority, imperial, supreme,

(6)

municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.

- (27) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (28) To distribute among the members of the Company in specie any property of the Company.
- (29) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) 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 corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

- 4. The liability of the members is limited. ✓
- 5. The Share Capital of the Company is £10,000, ✓
divided into 40,000 shares of 5s. each.

The special rights or privileges attached to any class of share for the time being in the Capital of the Company may, at any time, as well before as during liquidation, be affected, altered, modified, abandoned or dealt with in manner provided by the Articles of Association of the Company for the time being, but not otherwise.

(7)

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. (In Words)
John W. Kennedy 9-12, Cheapside, London, E.C. 2. Solicitor.	One
John B. Gore 9/12 Cheapside London E.C. 2. Solicitor Clerk.	One

DATED this 7th day of November, 1962.

WITNESS to the above Signatures :-

F. A. White,

9-12 Cheapside,

London, E.C. 2.

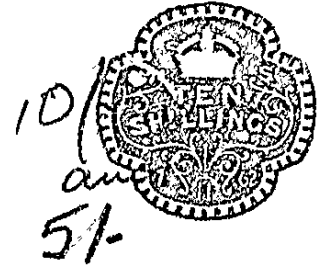
Secretary.



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THE COMPANIES ACT, 1948

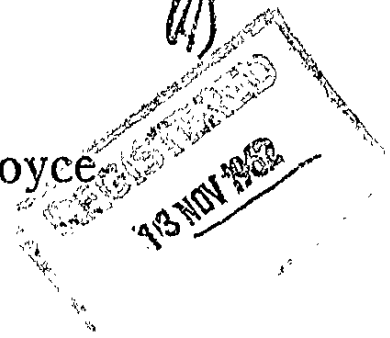
COMPANY LIMITED BY SHARES



Articles of Association

OF

Stevenson, Turner and Boyce Limited.



PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the above named STEVENSON, TURNER AND BOYCE LIMITED (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor :-

- "1. Regulations 4, 24, 53, 58, 75, 77, 78, 87 to 93 inclusive, 106 to 109 inclusive, 135 and 136 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. The initial Share Capital of the Company is £10,000 divided into 40,000 Ordinary Shares of 5s. each.

4. If at any time the share capital is divided into different classes of shares all or any of the special rights or restrictions attached to any class of shares in the capital of the Company for the time being may, whether or not the Company is

being wound up, be altered, modified, abandoned or dealt with either with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of that class. To every such separate General Meeting the provisions contained in these Articles relating to General Meetings shall mutatis mutandis apply, but so that the quorum thereof shall not be less than two persons personally present and holding or representing by proxy one-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll. If at any adjourned meeting of such holders such quorum as aforesaid is not present any two holders of shares of the class who are personally present shall be a quorum.

5. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of Section 57 of the Act.

6. In Regulation 3 of Part I of Table A the words "with the sanction of an Ordinary Resolution", shall be deemed to be deleted.

LIEN AND CALLS ON SHARES

7. In Regulation 11 of Part I of Table A the words and brackets "(not being a fully-paid share)" and "(other than fully-paid shares)" shall be deemed to be deleted.

8. In Regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the past preceding call" shall be deemed to be deleted.

TRANSFER OF SHARES

9. In Regulation 25 of Part I of Table A the word "also" shall be deemed to be deleted.

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GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies.

11. Regulation 54 of 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".

12. At every General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands by the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by any member present in person or by proxy, and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a Resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the books of proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

H. J. J. J.

DIRECTORS

13. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two or more than eight in number. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

14. A Director need not hold any share qualification, but a Director or an alternate Director acting in his place shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 54 of Part I of Table A shall be deemed to be modified accordingly.

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 counted in a quorum when any such contract or arrangement is under consideration;

and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

16. Any Director may continue to be or become a director of, or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

17. A Resolution in writing signed or approved by letter or cable 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. For the purposes of this Article the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointing him.

18. The holder or holders for the time being of not less than 51 per cent. in nominal value of the issued Ordinary Shares of the Company may appoint any person or persons to be Director or Directors of the Company and may remove any Director so appointed and appoint another person as Director in his place. Any appointment or removal under this Article shall be effected by notice in writing to the Company signed by the holder or holders of such shares, a corporation acting by the signature of one of its Directors or officers duly authorised.

19. In Regulation 98 of Part I of Table A the words "or Canada" shall be inserted after the words "the United Kingdom."

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20. The office of a Director shall be vacated :-

- (a) If he is prohibited from being a Director by reason of any order made under the Act.
- (b) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (c) If he is found a lunatic or becomes of unsound mind.
- (d) If by notice in writing to the Company he resigns his office.
- (e) If he is removed by an Ordinary Resolution of the Company as provided by Regulation 96 of Part I of Table A.
- (f) If he is removed by an Extraordinary Resolution of the Company.
- (g) If he is removed by notice in accordance with Article 18.

21. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

ROTATION OF DIRECTORS

22. (a) In Regulation 94 of Part I of Table A the words from "and may also determine" to the end of the Regulation shall be deemed to be deleted.

(b) In Regulation 95 of Part I of Table A the words from "but shall not be taken into account" to the end of the Regulation shall be deemed to be deleted.

(c) In Regulation 97 of Part I of Table A the second sentence thereof shall be deemed to be deleted.

BORROWING POWERS

23. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the Regulation shall be deemed to be deleted.

POWERS OF DIRECTORS

24. (a) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation funds or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or of the predecessors in business of any such subsidiary company and the wives, widows, families or dependants of any such persons.

(b) The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(c) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

(d) The powers vested in the Directors by this Article shall be in addition to any other provisions in these Articles.

ALTERNATE DIRECTORS

25. Each Director shall have the power to nominate another Director, or with the approval of a majority of the other Directors, any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and such alternate Director shall look to the Director appointing him solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director

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so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

26. Every instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the following form or to the effect following :-

"STEVENSON, TURNER & BOYCE LIMITED

"I

"a Director of Stevenson, Turner and Boyce
"Limited, in pursuance of the power in that
"behalf contained in the Articles of Association
"of the Company, do hereby nominate and appoint
"
"of
"to act as alternate Director in my place at any
"meeting of the Directors which I am unable to
"attend.

"As witness my hand this day of 19 ."

MANAGING DIRECTORS AND OTHER APPOINTMENTS

27. The Directors may from time to time appoint one or more of their body to be Managing Director or to hold such other office in the management, administration or conduct of the business of the Company for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement a Managing Director or a Director appointed to any other office as aforesaid shall be subject to the same provisions as to retirement, resignation and removal as the other Directors of the Company and shall ipso facto and immediately cease to be Managing Director or to hold such other office in the management, administration or conduct of the business of the Company if he ceases to hold the office of Director from any cause.

REMUNERATION OF MANAGING DIRECTORS AND OTHERS

28. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management, administration or conduct of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits, sales or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants, or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any ordinary remuneration to which he may be entitled as a Director of the Company.

CAPITALISATION OF PROFITS

29. Regulations 128 and 129 of Part I of Table A shall be read and construed as if the words "Ordinary Shareholders" were substituted for the word "Members" throughout the said Regulations.

NOTICES

30. Any member described in the Register by an address not within the United Kingdom or Canada and who shall from time to time give to the Company an address within either of those countries at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a registered member described in the Register by an address within the United Kingdom or Canada shall be entitled to receive any notice from the Company.

31. Any notice or other document if served by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is put into the post, except that any notice or other document served by post on any member at an address in Canada, if the same is despatched by airmail, shall be deemed to have been served on the expiration of five days from the date on which the letter, envelope or wrapper containing the same is put into the post, and if the same is despatched by

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surface mail shall be deemed to have been served on the expiration of twelve days from the date on which the envelope or wrapper containing the same is put into the post. In proving service under this Article it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a pre-paid letter.

32. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

INDEMNITY

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

WINDING UP

34. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such Resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such Resolution were a Special Resolution passed pursuant to Section 287 of the Act.

Names, Addresses and Descriptions of Subscribers.

John W. Kennedy,
9-12, Cheapside,
London, E.C.2.
Solicitor.

John B. Gore
9/12 Cheapside,
London, E.C. 2.

DATED this 7th day of November, 1962.

WITNESS to the above Signatures :-

P. A. White,

9-12 Cheapside,

London, E.C. 2.

Secretary.

DUPLICATE FOR THE FILE.

No. 760767



Certificate of Incorporation

I Hereby Certify, that

STEVENSON, TURNER AND BOYCE LIMITED

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

Given under my hand at London this Thirteenth day of November One thousand nine hundred and sixty two.

L. S. Whitfield.
Assistant Registrar of Companies.

Certificate
received by

} SEE SEPARATE RECORD

Date