

er of
any



THE COMPANIES ACT, 1948

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.

FRAGMENTATION HECKETT-BIRDS
LIMITED

REGISTERED
27 SEP 1966

Presented by

LINKLATERS & PAINES,

Barrington House,

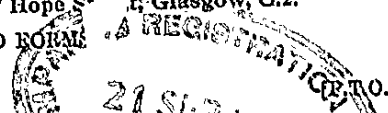
59-67 Gresham Street, E.C. 2.

Form No. 41
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 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



I, WILFRID JAMES SANDARS

of Barrington House, 59-67 Gresham Street, 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) a Solicitor of the

Supreme Court engaged in the formation

of

FRAGMENTATION HECKETT-BIRDS

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 Barrington House,

59-67 Gresham Street, London, E.C.2.

the 19th day of September

one thousand nine hundred and sixty-

six

W. J. Sandars

Before me,

James G. G. G. G.

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

STATEMENT OF THE NOMINAL CAPITAL

OF



FRAGMENTATION HECKETT..BIRDS

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 £ 100 - 0. - 0.

Signature Linklaters & Paines

Description Solicitors engaged in the formation of the above company.

Dated the Nineteenth day of September, 1966.

REGISTERED
27 SEP 1966

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

Document Filer's Reference.....

LINKLATERS & PAINES,

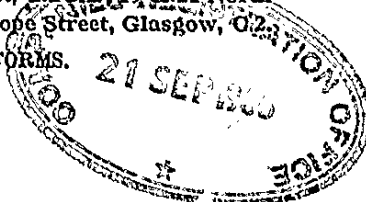
Barrington House, 59-67 Gresham Street, E.C 2.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 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, S.19; 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

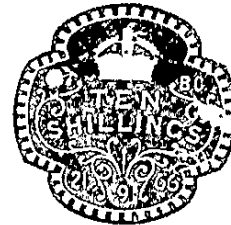
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



COMPANIES
REGISTRATION

The Companies Act, 1948 ✓

888486 3



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

FRAGMENTATION HECKETT-BIRDS LIMITED ✓

REGISTERED
27 SEP 1966

1. The name of the Company is "FRAGMENTATION HECKETT-BIRDS LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

- (A) To carry on the business of handling, sorting, processing, shearing and baling or otherwise processing, preparing, adapting and dealing with scrap metals, and to buy and sell scrap metals of any description.
- (B) To provide services and facilities of any description to companies engaged in the iron and steel industries or any other industries.
- (C) To carry on the business of letting on hire or hire purchase industrial plant, machinery and equipment of any description.
- (D) To deal in any types of plant, machinery, equipment, articles or commodities whether or not such dealing be incidental or ancillary to any of the foregoing objects.
- (E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer,

S.L. 801

4840



maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (F) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets 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.
- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (I) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company

carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (L) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the 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.
- (Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

- (n) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company. ✓

4. The liability of the members is limited. ✓
5. The share capital of the Company is £100, divided into 100 Shares of £1 each. ✓

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 |
|--|---|
| Barbara M. CONSON. Barrington House, 59/67 Gresham Street, London E.C.2. Secretary | 1 |
| Marie N. Carr Barrington House 59/67 Gresham Street London E.C.2. Secretary | 1 |

Dated the 19th day of September, 1966.

Witness to the above Signatures—

R. A. Parker.

Barrington House,
 59/67 Gresham St
 E.C.2.

Articled Clerk.



The Companies Act, 1948 ✓

COMPANY LIMITED BY SHARES

REGISTERED
27 SEP 1966

Articles of Association OF FRAGMENTATION HECKETT-BIRDS LIMITED ✓

PRELIMINARY AND INTERPRETATION

1. The following shall be the Articles of the Company. The regulations contained in Table A in the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company.

2. In these Articles :—

“ the Act ” means the Companies Act, 1948 ;

“ the Seal ” means the Common Seal of the Company ;

“ the Secretary ” means any person appointed to perform the office of Secretary of the Company ;

“ the United Kingdom ” means Great Britain and Northern Ireland ;

“ the Articles ” means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

3. The Company is a private company within the meaning of the Act, and accordingly :—

- (A) The right to transfer Shares is restricted in the manner hereinafter prescribed ;
- (B) The number of Members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, Members of the Company ; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single Member ;
- (C) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited ; but nevertheless an offer or invitation may be made to the Members and debenture holders of the Company, subject to the provisions of sub-clause (B) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise ;
- (D) The Company shall not have the power to issue Share Warrants to bearer.

SHARE CAPITAL

4. (A) The initial share capital of the Company is £100, divided into 100 Shares of £1 each, of which fifty-one Shares are designated as " A " Shares and forty-nine Shares are designated as " B " Shares.

(B) The " A " Shares and the " B " Shares shall rank *pari passu* as regards voting at General Meetings and as regards rights of participation in the profits and assets of the Company and in all other respects except as hereinafter specifically provided ; but for the purposes of any provisions relating to the modification of the special rights attaching to any class of Share shall be regarded as separate classes of Shares.

(c) As soon as practicable after the end of each financial year of the Company the profits or losses of the Company earned in that year and available for dividend on the "A" Shares and the "B" Shares shall be divided in the proportions which the total nominal amount paid up on the "A" Shares and the total nominal amount paid up on the "B" Shares at the end of the financial year in question bear one to the other and shall in the case of a profit be credited and in the case of a loss debited in these proportions to special accounts in the books of the Company to be known respectively as the "A" Share Dividend Account" and the "B" Share Dividend Account."

(d) The majority of the "A" Directors shall be entitled from time to time by notice in writing to the Board of Directors to specify the amount to be declared and paid by way of dividend on the "A" Shares, such amounts as they may think fit not exceeding the amount for the time being standing to the credit of the "A" Share Dividend Account, and the majority of the "B" Directors shall be similarly entitled from time to time to specify the amount to be declared and paid by way of dividend on the "B" Shares such amounts as they may think fit not exceeding the amount for the time being standing to the credit of the "B" Share Dividend Account.

(E) The Directors shall subject as hereinafter provided declare and pay such dividends as shall have been specified in accordance with sub-clause (d) of this Article, provided—

- (i) that the Directors shall not be obliged to pay any dividends if and so long as the Company is indebted to any shareholder or to any person under guarantee from any shareholder; and for this purpose the expression "shareholder" shall include a person who is or was at the time of a debt being incurred by the Company a holding company or a subsidiary of a shareholder or a subsidiary of the same holding company;
- (ii) that the Directors shall not be obliged to declare dividends in excess of the amount which in their opinion can reasonably be paid by way of dividend having regard to the amount of cash for the time being available to the Company and its requirements for working capital. In the event of the Directors resolving by virtue of this proviso not to pay the full amounts of the dividends specified by the "A" Directors and the "B" Directors pursuant to sub-clause (d) of this Article the dividends so specified in each case shall be rateably reduced.

(f) On the payment of any dividend on the "A" Shares or the "B" Shares the gross amount thereof shall be debited to the "A" Share Dividend Account or to the "B" Share Dividend Account as the case may be.

(G) On a winding up of the Company the assets available for distribution amongst the members and remaining after satisfying the rights attaching to any class of Shares having preferential rights shall be applied—

FIRST in repayment of the capital paid up on the "A" and "B" Shares without distinction of class;

SECONDLY in payment to the holders of the "A" Shares or of the "B" Shares of the amount by which the amount standing to the credit of the "A" Share Dividend Account or the "B" Share Dividend Account exceeds that standing to the credit of the other of such accounts plus the amount of any debit balance on such other account; and

LASTLY any balance shall be divisible amongst the holders of the "A" and "B" Shares according to the nominal amounts of the Shares held by them without distinction of class.

ISSUE OF SHARES

5. (A) Of the Shares to be issued to the subscribers to the Memorandum of Association of the Company the first shall be an "A" Share and the second shall be a "B" Share.

(B) The remaining Shares in the initial capital shall be issued for cash at par in accordance with the directions of the subscribers.

LIEN

6. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

7. The Company may sell, in such manner as the Directors think fit, any Shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable,

has been given to the registered holder for the time being of the Share, or the person entitled thereto by reason of his death or bankruptcy.

8. To give effect to any such sale the Directors may authorise some person to transfer the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

9. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the Shares at the date of the sale.

CALLS ON SHARES

10. The Directors may from time to time make Calls upon the Members in respect of any moneys unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Shares. A Call may be revoked or postponed as the Directors may determine.

11. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising the Call was passed and may be required to be paid by instalments.

12. The joint holders of a Share shall be jointly and severally liable to pay all Calls in respect thereof.

13. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per cent. per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

14. Any sum which by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall for the purposes of these regulations be deemed to be a Call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a Call duly made and notified.

15. The Directors may, on the issue of Shares, differentiate between the holders as to the amount of Calls to be paid and the times of payment.

16. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 5 per cent. per annum, as may be agreed upon between the Directors and the Member paying such sum in advance.

TRANSFER OF SHARES

17. (A) If any Member wishes to transfer his Shares, or any of them, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

(B) The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:—

- (a) The Directors shall request the Auditors of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditors shall be the fair value;
- (b) If for any reason the Auditors shall refuse to, or for any other reason shall not, make the said valuation, the

Directors, with consent in writing of the transferring Member, shall request any other person being a Chartered Accountant whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (a) of this Article, and the sum thus fixed by this person shall be the fair value.

(c) When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in sub-clause (B) of this Article the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice, in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

(D) If at the expiration of the fourteen days referred to in sub-clause (C) of this Article only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of the Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the purchasing Members or of those of them who shall have been selected as transferees by the

Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them ; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

(E) Notwithstanding anything in sub-clause (D) of this Article when, under the provisions of the said sub-clause the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

(F) If the Directors shall be unable within one month after the receipt of the transfer notice referred to in sub-clause (A) of this Article to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of sub-clause (D) of this Article to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person ; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Articles 3 and 18 of the Articles.

18. (A) The Directors may in their absolute discretion refuse to register any transfer of any Share (whether or not it is a fully paid up Share) to a person whom they consider it undesirable to admit to membership of the Company.

(B) The foregoing provisions of this Article shall not apply in the case of a transfer made by a Member for the purposes of amalgamation or reconstruction.

19. The instrument of transfer of any Share shall be executed by or on behalf of the transferor and (except in the case of transfer of fully paid shares) also by the transferee, and the transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.

20. Subject to the restrictions contained in the Articles, any Member may transfer all or any of his Shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

21. The Directors may also decline to recognise any instrument of transfer unless :—

- (A) a fee of 2s. 6d. or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof ;
- (B) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer ; and
- (C) the instrument of transfer is in respect of only one class of Share.

22. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

23. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

24. The Company shall be entitled to charge a fee not exceeding 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

TRANSMISSION OF SHARES

25. In the case of the death of a Member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the Shares ; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share which had been jointly held by him with other persons.

26. Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy, as the case may be.

27. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the Share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

28. A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to Meetings of the Company: Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

29. If a Member fails to pay any Call or instalment of a Call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the Call or instalment remains unpaid, serve a notice on him requiring payment of so much of the Call or instalment as is unpaid, together with any interest which may have accrued. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of

service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the Call was made will be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

31. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

32. A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the Shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares.

33. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of and he shall thereupon be registered as the holder of the Share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

34. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a Call duly made and notified.

ALTERATION OF CAPITAL

35. The Company may from time to time by special resolution :

- (A) increase the share capital by such sum, to be divided into Shares of such amount, as the resolution shall prescribe ;
- (B) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares ;
- (C) sub-divide its existing Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of Section 61 (1) (d) of the Act ;
- (D) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person ;
- (E) reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

ISSUES OF FURTHER SHARES

36. (A) Subject to the provisions of Article 48 and without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, Shares created on any increase of capital may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital or otherwise, as may be determined by special resolution ; and unless otherwise so determined shall be issued as " A " Shares and " B " Shares in the proportions in which the initial capital of the Company is divided into " A " Shares and " B " Shares, such " A " Shares and " B " Shares to rank *pari passu* and as one class with the already issued " A " Shares and " B " Shares.

(B) Of any such issue of " A " Shares and " B " Shares the " A " Shares shall be offered for subscription to the holders of the already issued " A " Shares and the " B " Shares shall be offered for subscription to the holders of the already issued " B " Shares ; and except as aforesaid any further Shares which the Directors may be authorised to issue shall be offered to the holders of the already issued Shares in the capital of the Company (as nearly as may be practicable) in proportion to their respective holdings.

(C) Every offer of Shares for subscription pursuant to sub-clause (B) of this Article shall be open for acceptance for such period, not being less than thirty days, as the Directors may determine and

any Shares not accepted and paid for in accordance with the terms on which they are offered within the said period of thirty days may be issued by the Directors to such persons and on such terms as the Directors may resolve.

37. Subject to the provisions of section 58 of the Act, any Preference Shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the Shares may by special resolution determine.

MODIFICATION OF RIGHTS

38. Whenever the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied 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 the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least 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.

39. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

COMMISSIONS

40. The Company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent. of the price at which the Shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.

GENERAL MEETINGS

41. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

42. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

43. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

44. Not less than twenty-one days' notice shall be given of every General Meeting of the Company provided that the General Meeting shall, notwithstanding that it is called by shorter notice than that specified in this Clause, be deemed to have been called if it is so agreed—

- (A) In the case of a Meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (B) In the case of any other General Meeting by a majority of the number of the Members having the right to attend and vote at the Meeting being a majority together holding not less than 95 per cent. in nominal value of the Shares giving that right.

45. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. (A) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time the Meeting proceeds to business. The quorum shall be at least two Members present in person or by proxy or by representative of whom one shall be a holder of "A" Shares and one shall be a holder of "B" Shares.

(B) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

(C) If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Members present shall be a quorum.

(D) The Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the Meeting.

(E) If at any Meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman of the Meeting.

(F) The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

47. (A) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :—

(a) by the Chairman ; or

(b) by any Member present in person or by representative or by proxy.

(B) Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(c) The demand for a poll may be withdrawn.

(D) Except as provided in sub-clause (E) of this Article, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

(E) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

48. The " A " Shares shall not confer upon the holders thereof any right to vote on any resolution for the removal of a " B " Director from his office as Director and the " B " Shares shall not confer upon the holders thereof any right to vote on any resolution for the removal of an " A " Director from his office as Director. Save as aforesaid every holder of an " A " Share or of a " B " Share who is present in person, by proxy or by representative at a General Meeting shall be entitled on a show of hands to one vote and on a poll to one vote for each £1 in nominal amount of " A " Shares or " B " Shares of which he is the holder. No Member of the Company, other than a holder of " A " Shares or of " B " Shares, shall be entitled to receive notice of or to attend or vote at any General Meeting.

49. The Chairman shall not be entitled at any General Meeting to a second or casting vote.

30. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

31. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis*, or other person may, on a poll, vote by proxy.

32. No Member shall be entitled to vote at any General Meeting unless all Calls or other sums presently payable by him in respect of Shares in the Company have been paid.

33. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.

34. (A) On a poll votes may be given either personally or by proxy.

(B) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

(C) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

(D) An instrument appointing a proxy shall be in the following form or in any other form which the Directors may approve :—

“ FRAGMENTATION HECKETT-BIRDS LIMITED.

“ I/We
 “ of
 “ in the county of , being a
 “ Member/Members of the above-named Company,
 “ hereby appoint
 “ of
 “ or failing him
 “ of
 “ as my/our proxy to vote for me/us on my/our behalf
 “ at the (Annual or Extraordinary, as the case may be)
 “ General Meeting of the Company to be held on the
 “ day of , 19 , and at any
 “ adjournment thereof.

“ Signed this day of , 19 .”

(E) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(F) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

55. Any Corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual Member of the Company.

RESOLUTIONS IN WRITING

56. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations

by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

57. The number of Directors shall be not less than two and no more than nine. The first Directors shall be nominated by the subscribers to the Memorandum of Association and shall be seven in number, of whom four shall be designated as "A" Directors and the remainder as "B" Directors.

58. (A) The "A" Directors shall be deemed to have been appointed to represent the whole of the "A" Shares. Any "A" Director may be removed at any time and another person may be appointed as an "A" Director in place of any "A" Director so removed or retiring or dying or vacating office in any manner by the holder of the majority of the issued "A" Shares.

(B) The "B" Directors shall be deemed to have been appointed to represent the whole of the "B" Shares. Any "B" Director may be removed at any time and another person may be appointed as a "B" Director in place of any "B" Director so removed or retiring or dying or vacating office in any manner by the holder of the majority of the issued "B" Shares.

(C) Such appointments and removals should be made in writing under the hand of the holder of the majority of the Shares in whom the power of appointment and removal is vested and for this purpose a corporation may act by resolution of its Board or governing authority or by writing under the hands of any two members of this Board or governing authority. Any such appointment or removal shall take effect as from the date on which such notice in writing or copy of such resolution as the case may be is lodged at the registered office of the Company.

(D) The respective parties in whom a right of appointment and removal of any Directors is vested may fix a period during which any Director appointed by them respectively shall hold office; or may make the appointment generally without fixing a period.

59. A Director shall not be required to hold any Shares in the Company qualifying him for office, nor shall the Director be subject to retirement by rotation.

60. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the

Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise direct.

BORROWING POWERS

61. The Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money, either upon mortgage or charge of any of the property of the Company, including uncalled capital, or on bonds or debentures or otherwise as they may think fit and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

POWERS AND DUTIES OF DIRECTORS

62. Any Director may from time to time appoint any other Director, or any other person approved by the Board of Directors of the Company, to be his alternate or substitute Director. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of Committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

63. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

64. (A) The Directors may from time to time appoint one or more of their body to the office of Managing Director 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.

(B) A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

(C) The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may, subject to any contract between the Company and the Managing Director, withdraw, alter or vary all or any of such powers.

65. (A) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(B) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

66. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

67. The Directors shall cause minutes to be made in books provided for the purpose :—

- (A) of all appointments of officers made by the Directors ;
- (B) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors ;

- (c) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of the Committees of Directors.

REMUNERATION OF DIRECTORS

68. The remuneration of the Directors shall from time to time be determined by a Special Resolution. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company.

VACATION OF OFFICE BY DIRECTORS

69. The office of Director shall be vacated if the Director :—
- (A) ceases to be a Director by virtue of Section 182 or 185 of the Act ; or
 - (B) becomes bankrupt or makes any arrangement or composition with his creditors generally ; or
 - (C) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act ; or
 - (D) becomes of unsound mind ; or
 - (E) resigns his office by notice in writing to the Company.

PROCEEDINGS OF DIRECTORS

70. (A) The quorum necessary for the transaction of business at Meetings of the Directors shall be two Directors or alternate Directors of whom one shall be an " A " Director or the alternate for an " A " Director and one shall be a " B " Director or the alternate for a " B " Director.

(B) The Chairman of the Directors shall from time to time be appointed by the " A " Directors from their number.

(C) Questions arising at any Meeting of Directors shall be decided by a majority of votes. The Chairman at Meetings of Directors shall not be entitled to exercise a second or casting vote.

(D) A resolution in writing signed by the majority of the " A " Directors (or their alternates) and by the majority of the " B " Directors (or their alternates) shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held.

71. A Director, notwithstanding his interest, may be counted in the quorum present at any Meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

72. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

73. All acts done by any Meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

SECRETARY

74. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

SEAL

75. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

DIVIDENDS AND RESERVE

76. (A) Subject to the provisions of Article 4 the Directors may from time to time pay to the Members such dividends as appear to the Directors to be justified by the profits of the Company.

(B) No dividend shall be paid otherwise than out of profits.

77. With the consent of the majority of the "A" Directors and of the majority of the "B" Directors, the Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit. With the like consent the Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

78. Subject to the provisions of Article 4 and subject to the rights of persons, if any, entitled to Shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid but no amount paid or credited as paid on a Share in advance of Calls shall be treated for the purposes of this regulation as paid on the Share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

79. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of Calls or otherwise in relation to the Shares of the Company.

80. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

81. Any dividend, interest or other moneys payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the Shares held by them as joint holders.

82. No dividend shall bear interest against the Company.

ACCOUNTS

83. The Directors shall cause proper books of account to be kept with respect to :—

- (A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place ;
- (B) all sales and purchases of goods by the Company ; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

84. The books of account shall be kept at the registered office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

85. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

86. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

87. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the Meeting be sent to every Member of and every holder of debentures of the Company and to every person registered under Article 27. Provided that this Clause shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures.

CAPITALISATION OF PROFITS

88. (A) The Company in General Meeting may upon 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 or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or Debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution :

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Clause, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.

Provided also that no such recommendation as aforesaid shall be made without the concurrence of the majority of the " B " Directors, and that on any such capitalisation no " A " Shares shall be issued except to persons for the time being holding " A " Shares, and no " B " Shares shall be issued except to persons for the time being holding " B " Shares.

(B) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or Debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of Shares or Debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or Debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

AUDIT

89. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES

90. (A) A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

(B) A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.

(C) A notice may be given by the Company to the persons entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased,

or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

(D) Notice of every General Meeting shall be given in any manner hereinbefore authorised to—

- (a) every holder of "A" Shares or of "B" Shares;
- (b) every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the Meeting; and
- (c) the auditor for the time being of the Company.

(E) No other person shall be entitled to receive notices of General Meetings.

WINDING UP

91. If the Company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act, divide amongst the Members *in specie* or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.

INDEMNITY

92. Every Director, Alternate Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Barbara H. Conlon
 Bannington House,
 59/67, Gresham Street,
 LONDON E.C.2.

Secretary.

Marianne N. Cook,
 59-67 Gresham Street,
 London. E.C.2.

Secretary.

Dated the 19th day of September, 1966.

Witness to the above Signatures—

R. A. Parker

Bannington House
 59-67 Gresham St.
 E.C.2.

Witness Clerk.

C.173

DUPLICATE FOR THE FILE.

No. 888486



Certificate of Incorporation

I Hereby Certify that

FRAGMENTATION HECKETT-BIRDS LIMITED

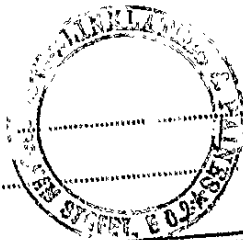
is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-SEVENTH DAY OF SEPTEMBER ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

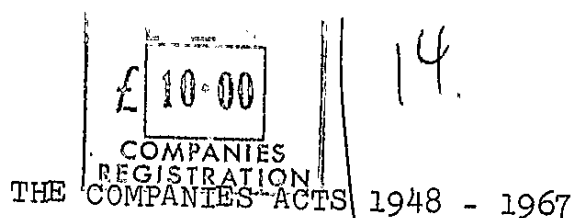
Assistant Registrar of Companies.

Certificate received by



Date

27/9/66



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

FRAGMENTATION HECKETT-BIRDS LIMITED

Passed 4th December 1969

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Barrington House, 59-67, Gresham Street, London, E.C.2. on Wednesday the 4th day of December, 1969 the following Resolution was passed as a SPECIAL RESOLUTION.

RESOLUTION

THAT the name of the Company be changed to "FRAGMENTATION LIMITED".

J. B. Celaschi
J. B. CELASCHI

Director





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 888486

115

Whereas

FRAGMENTATION HECKETT-BIRDS LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the **27TH SEPTEMBER, 1966**

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

FRAGMENTATION LIMITED

Given under my hand at London the

11TH DECEMBER, 1969.

P. L. Knight

(P. L. KNIGHT)
Assistant Registrar of Companies

✓
①

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

FRAGMENTATION LIMITED.

Passed 2nd February, 1970

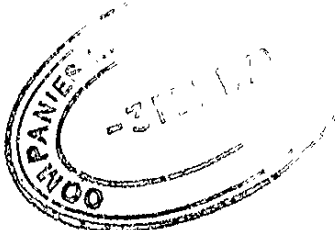
AT an EXTRAORDINARY GENERAL MEETING of the Company held at Barrington House, 59-67 Gresham Street, London, E.C.2. on Monday, the 2nd day of February, 1970, the following Resolutions were passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. THAT the 51 'A' Shares and 49 'B' Shares of £1 each in the capital of the Company at present in issue be and they are hereby re-designated 100 Ordinary Shares of £1 each.
2. THAT upon and subject to the redesignation of the said 51 'A' Shares and the 49 'B' Shares being effected pursuant to the foregoing Resolution, the Share Capital of the Company be increased to £1,100 by the creation of 1,000 new Ordinary Shares of £1 each.
3. THAT upon and subject to the increase of the Share Capital of the Company being effected pursuant to the last foregoing Resolution the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

J. B. Celaschi
J. B. CELASCHI

Director.



COMPANIES ACTS,
1948 TO 1967,
LONDON, E.C.2.

(Signature)

NEW
ARTICLES OF ASSOCIATION
(as adopted by Special Resolution passed on the
day of 19)

- of -

FRAGMENTATION LIMITED

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of the said Table A unless otherwise stated.

PRIVATE COMPANY.

2. The Company is a Private Company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL.

3. The share capital of the Company is £1,100 divided into 1,100 Ordinary Shares of £1 each.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES.

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS.

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

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

9. A resolution in writing signed by the holders of the whole of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS.

10. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 of Table A shall not apply.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply.

13. In regulation 79 of Table A the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

14. A Director may be interested, directly or

indirectly, in any contract or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

16. The office of a Director shall be vacated in any of the events specified in regulation 88 of Table A. The office of a Director shall also be vacated if he shall offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

17. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other

references in Table A to retirement by rotation shall be disregarded.

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

19. Regulations 107 to 109 of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS.

20. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be

entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY.

21. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of

Table A shall be extended accordingly.

OVER-RIDING PROVISIONS.

22. Whenever Harsco Corporation (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers

of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BARBARA M. CARSON,
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Secretary.

MARIANNE N. CARR,
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Secretary.

DATED the 19th day of September, 1966.

WITNESS to the above Signatures :-

R.A. PARKER,
Barrington House,
59/67 Gresham Street,
London, E.C.2.

THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

Insert the
Name
of the
Company

FRAGMENTATION

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967.)

Presented by

LINKLATERS & PAINES,

Barrington House,

59-67 Gresham Street, E.C.2.

Presentor's Reference.....AWW

Form No. 10

The Solicitors' Law Stationery Society, Limited
1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

1970
145-08

To THE REGISTRAR OF COMPANIES,

Fragmentation

*"Ordinary",
"Extra-
ordinary", or
"Special".

..... Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act 1948, that by a *..... special
Resolution of the Company dated the..... second..... day of February..... 19 70.
the nominal capital of the Company has been increased by the addition thereto of
the sum of £..... 1,000..... beyond the registered capital
of £..... 100.....

The additional capital is divided as follows :—

| Number of Shares | Class of Share | Nominal amount of each share |
|------------------|----------------|---------------------------------|
| 1,000 | Ordinary | £1 |

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows :—

PARR. PASSU WITH EXISTING ORDINARY SHARES
CREATED IN SPECIAL RESOLUTION FILED HEREWITH

** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature..... J. B. I. L. L......

State whether Director }
or Secretary } Secretary

Dated the..... 2nd..... day of..... February..... 19 70.

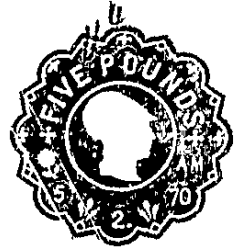
Note.—This margin is reserved for binding and must not be written across

umber of
company

888486

THE STAMP ACT 1891

Company Limited by Shares



STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

FRAGMENTATION

LIMITED

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

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for
every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed
pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within
15 days after the passing of the Resolution by which the Capital is increased
interest on the duty at the rate of 5 per cent per annum from the date of the
passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Presentor's Reference..... AWW

LINKLATERS & PAINES,

Barrington House,

59-67 Gresham Street, E.C.2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15, Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

17373, 17-3-69

[P.T.O.]

THE NOMINAL CAPITAL

OF

FRAGMENTATION

..... Limited

has by a Resolution of the Company dated 2nd February

19⁷⁰..... been increased by the addition thereto of the sum of

£.....1,000....., divided into:—

.....1,000..... Ordinary..... Shares of.....£1..... each

..... Shares of..... each

beyond the registered Capital of.....£100.....

Signature..... J. B. L. L.

(State whether Director or Secretary)..... Secretary

Dated the 2nd day of February.....1970.

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



p Hill, Pennsylvania 17011

DIVISIONS

| | |
|---------------------------|----------------------|
| BRODERICK CO. | CAN-TEX INDUSTRIES |
| CAPITOL MANUFACTURING CO. | HARRISBURG STEEL CO. |
| HECKETT ENGINEERING CO. | IRVING-KERRIGAN CO. |
| PATENT SCAFFOLDING CO. | PERFECTION-COBEY CO. |
| PLANT CITY STEEL CO. | TAYLOR-WHARTON CO. |
| BOWEN-McLAUGHLIN-YORK CO. | |

FRAGMENTATION LIMITED

We, the undersigned, being all the registered holders of the 51 'A' Shares of £1 each and the 49 'B' Shares of £1 each in the capital of Fragmentation Limited hereby consent to their re-designation as 100 Ordinary Shares of £1 each.

DATED this 2nd day of February, 1970.

HARSCO CORPORATION

* B. E. Nordquest
~~XXXXXXXXXX~~

President



LINCOLN 9 PARTS
 8 1/2 1/2 1/2
 50 1/2 1/2 1/2
 1 1/2 1/2 1/2

No. of Company 883486

30

Form No. 103

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company FRAGMENTATION Limited*

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948

that the register of members of the company is kept at

BIRMINGHAM RD,
STRATFORD - ON - AVON,
WARCS.

* Delete "Limited" if not applicable

Signed J. J. J. J. J.

State whether

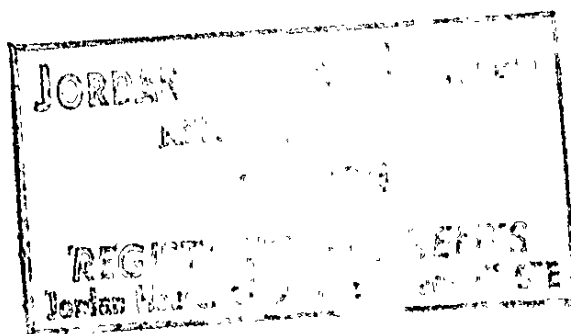
Director or Secretary SECRETARY

Date July 4, 1974



Presented by:

Pr'sentor's reference:



NO FEE PAYABLE

No. of Company 888.186 ...

THE COMPANIES ACTS 1948 TO 1967

NOTICE OF PLACE WHERE COPIES OF DIRECTORS' WRITTEN SERVICE
CONTRACTS OR MEMORANDUMS THEREOF ARE KEPT OR OF ANY CHANGE
IN THAT PLACE

Pursuant to Section 26(3) of the Companies Act 1967

Name of Company FRAGMENTATION Limited

To the Registrar of Companies

The above-named company hereby gives you notice, in accordance with subsection (3) of Section 26
of the Companies Act 1967, that copies of Directors' written service contracts or memorandums thereof are
kept at

BIRMINGHAM RD,

STRATFORD - ON - AVON,

WORKS.

Signed ... J. H. Hally ...

State whether Director or Secretary ... SECRETARY ...

Date ... July 11, 1974 ...

Presented by:



JORDAN & SONS LIMITED

REF. CN

8 JUL 1974

REGISTRATION AGENTS

Jordan House, 47 Brunswick Place, N1 6EE

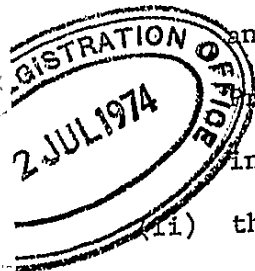
THE COMPANIES ACTS 1948 TO 1967COMPANY LIMITED BY SHARESSPECIAL RESOLUTIONS
of
FRAGMENTATION LIMITED

(Passed on 4th June 1974)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 4th June 1974 the following SPECIAL RESOLUTIONS were duly passed:-

RESOLUTIONS

1. THAT the capital of the Company be increased to £1,210 by the creation of an additional 1,100 Ordinary shares of 10p each.
2. THAT each of the 1,100 Ordinary shares of £1 each in the capital of the Company be and it is hereby converted into one 6 per cent. Cumulative Preference share of £1 having attached thereto the rights set out below:-
 - (i) the 6 per cent Preference shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up thereon in priority to any payment to the holders of any other class of shares and the right in a winding up or on a reduction of capital involving repayment, to repayment of the capital paid up thereon together with any arrears of the said fixed dividend. The 6 per cent Preference shares shall confer no further right to participate in the profits or assets of the Company.
 - (ii) the holders of the 6 per cent Preference shares shall have no right as such to receive notice of or to attend and vote at



any General Meeting of the Company unless the business of the Meeting includes the consideration of a resolution for winding up the Company or reducing the capital or any resolution directly and adversely relating to or abrogating any of the special rights attached to the 6 per cent Preference shares in which case on a poll every holder of 6 per cent Preference shares who is present in person or by proxy shall have one vote for each Preference share of which he is the holder.

G. B. L. L.

Chairman of Meeting

No. of Company. 880486 ✓ / 3233

THE COMPANIES ACTS 1948 to 1967**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

FRAGMENTATION

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a† Special Resolution of the Company dated the
4th day of June 1974 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 110
beyond the registered capital of £1100

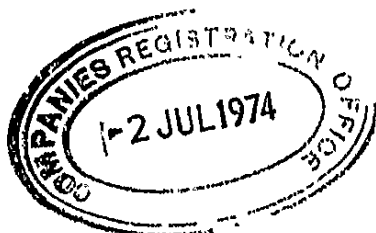
The additional capital is divided as follows:—

| Number of Shares | Class of Share | Nominal amount of each share |
|------------------|----------------|---------------------------------|
| 1100 | Ordinary | 10p |

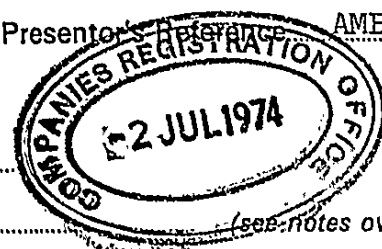
The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Pari passu in all respects with the issued Ordinary
Shares in the capital of the Company which existed
prior to the passing of the Special Resolution at
the Extraordinary General Meeting held on 4th June 1974.

Signature [Signature]State whether Director or Secretary } SECRETARYDated the 25th day of JUNE 1974

Presented by

Slaughter and May35 Basinghall StreetLondon EC2V 5DBPresentor's Approval AMB/KGH

(see notes overleaf)

No. of Company:-

888486

37

5877

2

14-65

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FRAGMENTATION LIMITED

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

18/6/75

P.P. JORDAN & SONS LIMITED

1. The name of the Company is "FRAGMENTATION LIMITED".

2. The registered office of the Company will be situate in England.

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

(A) To carry on the business of handling, sorting, processing, shearing and baling or otherwise processing, preparing, adapting and dealing with scrap metals, and to buy and sell scrap metals of any description.

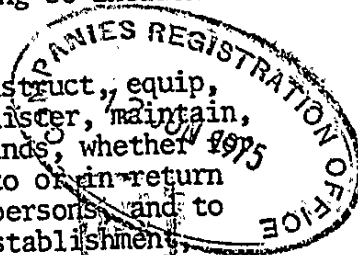
(B) To provide services and facilities of any description to companies engaged in the iron and steel industries or any other industries.

(C) To carry on the business of letting on hire or hire purchase industrial plant, machinery and equipment of any description.

(D) To deal in any types of plant, machinery, equipment, articles or commodities whether or not such dealing be incidental or ancillary to any of the foregoing objects.

(E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

(F) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets 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.

(G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(I) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

(J) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(L) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

(N) To procure the registration or incorporation of the

Company in or under the laws of any place outside England.

(O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the 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.

(Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

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

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £1,210, divided into 1,100 6% Cumulative Preference Shares of £1 each and 1,100 Ordinary Shares of 10p each, the 6% Cumulative Preference Shares of £1 having attached thereto the following rights, namely:-

- (i) the 6 per cent preference shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up thereon in priority to any payment to the holders of any other class of shares and the right in a winding up or on a reduction of capital involving repayment, to repayment of the capital paid up thereon together with any arrears of the said fixed dividend. The 6 per cent preference shares shall confer no further right to participate in the profits or assets of the Company.
- (ii) the holders of the 6 per cent Preference Shares shall have no right as such to receive notice of or to attend and vote at any General Meeting of the Company unless the business of the Meeting includes the consideration of a resolution for winding up the Company or reducing the capital or any resolution directly and adversely relating to or abrogating any of the special rights attached to the 6 per cent preference shares in which case on a poll every holder of 6 per cent preference shares who is present in person or by proxy shall have one vote for each preference share of which he is the holder.

Filed pursuant to sec 4

888486

38.

No. of Company 888486

The Companies Acts 1948 to 1967.

COMPANY LIMITED BY SHARES

Memorandum and New Articles of Association

(As adopted by Special Resolution passed on the 2nd day of February, 1970)

of

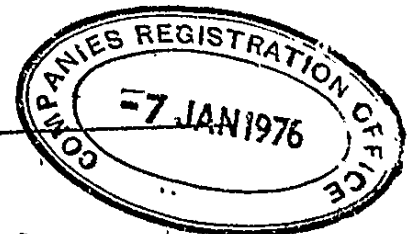
FRAGMENTATION LIMITED

(Incorporated the 27th day of September, 1966)

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47, Brunswick Place, London. N1 6EE



SLAUGHTER AND MAY
35, BASINGHALL ST.
LONDON. E.C.2 NDD/KBY



Certificate of Incorporation

No. 888486

I HEREBY CERTIFY that FRAGMENTATION HECKETT-BIRDS LIMITED is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

GIVEN under my hand at London this Twenty-seventh day of September One thousand nine hundred and sixty six.

L.S. WHITFIELD

Assistant Registrar of Companies.



Certificate of Incorporation

ON CHANGE OF NAME

No. 888486

WHEREAS FRAGMENTATION HECKETT-BIRDS LIMITED was incorporated as a limited company under the Companies Act, 1948, on the 27th September, 1966.

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 FRAGMENTATION LIMITED.

GIVEN under my hand at London the 11th Decmeber, 1969.

F. L. KNIGHT

ASSISTANT REGISTRAR OF COMPANIES

No. 888486

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

FRAGMENTATION HECKETT-BIRDS LIMITED

Passed 4th December 1969

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Barrington House, 59-67 Gresham Street, London, E.C.2. on Wednesday the 4th day of December, 1969 the following Resolution was passed as a SPECIAL RESOLUTION :

RESOLUTION

THAT the name of the Company be changed to "FRAGMENTATION LIMITED".

J. B. CELASCHI

Director.

No. 888486

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

FRAGMENTATION LIMITED

Passed 2nd February, 1970

AT an EXTRAORDINARY GENERAL MEETING of the Company held at
Barrington House, 59-67 Gresham Street, London, E.C.2. on
Monday, the 2nd day of February, 1970, the following Resolutions
were passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. THAT the 51 'A' Shares and 49 'B' Shares of £1 each in the capital of the Company at present in issue be and they are hereby redesignated 100 Ordinary Shares of £1 each.
2. THAT upon and subject to the redesignation of the said 51 'A' Shares and the 49 'B' Shares being effected pursuant to the foregoing Resolution, the Share Capital of the Company be increased to £1,100 by the creation of 1,000 new Ordinary Shares of £1 each.
3. THAT upon and subject to the increase of the Share Capital of the Company being effected pursuant to the last foregoing Resolution the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

J. B. CELASCHI

Director.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
FRAGMENTATION LIMITED ✓

(Passed on 4th June 1974)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 4th June 1974 the following SPECIAL RESOLUTIONS were duly passed:-

RESOLUTIONS

1. THAT the capital of the Company be increased to £1,210 by the creation of an additional 1,100 Ordinary shares of 10p each.
2. THAT each of the 1,100 Ordinary shares of £1 each in the capital of the Company be and it is hereby converted into one 6 per cent. Cumulative Preference share of £1 having attached thereto the rights set out below:-

- (i) the 6 per cent Preference shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up thereon in priority to any payment to the holders of any other class of shares and the right in a winding up or on a reduction of capital involving repayment, to repayment of the capital paid up thereon together with any arrears of the said fixed dividend. The 6 per cent Preference shares shall confer no further right to participate in the profits or assets of the Company.
- (ii) the holders of the 6 per cent Preference shares shall have no right as such to receive notice of or to attend and vote at

any General Meeting of the Company unless the business of the Meeting includes the consideration of a resolution for winding up the Company or reducing the capital or any resolution directly and adversely relating to or abrogating any of the special rights attached to the 6 per cent Preference shares in which case on a poll every holder of 6 per cent Preference shares who is present in person or by proxy shall have one vote for each Preference share of which he is the holder.

J. B. Celaschi

J. B. CELASCHI.
Chairman of Meeting

No. 888486

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

FRAGMENTATION LIMITED

(Passed on 27th October, 1975)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 27th October, 1975 the following SPECIAL RESOLUTION was duly passed :-

RESOLUTION

THAT each of the 1,100 6 per cent. Cumulative Preference Shares of £1 in the capital of the Company be and it is hereby converted into 1 Ordinary Share of £1 ranking pari passu in all respects with the existing issued Ordinary Shares in the capital of the Company.

A.P.B. [Signature]
Chairman of the Meeting.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FRAGMENTATION LIMITED

1. The name of the Company is "FRAGMENTATION LIMITED". ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are -
 - (A) To carry on the business of handling, sorting, processing, shearing and baling or otherwise processing, preparing, adapting and dealing with scrap metals, and to buy and sell scrap metals of any description. ✓ *W/c*
 - (B) To provide services and facilities of any description to companies engaged in the iron and steel industries or any other industries.
 - (C) To carry on the business of letting on hire or hire purchase industrial plant, machinery and equipment of any description.
 - (D) To deal in any types of plant, machinery, equipment, articles or commodities whether or not such dealing be incidental or ancillary to any of the foregoing objects.
 - (E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
 - (F) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets 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.

(G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(I) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

(J) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(L) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

(N) To procure the registration or incorporation of the

Company in or under the laws of any place outside England.

(O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the 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.

(Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

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

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 Shares of £1 each.

- * By a Special Resolution passed 2nd February, 1970 the capital of the Company was increased to £1100 by the creation of 1000 Ordinary Shares of £1 each.
- * By a Special Resolution passed 4th June, 1974 the capital of the Company was increased to £1210.

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

| Names, addresses and descriptions of Subscribers | Number of Shares taken by each Subscriber |
|---|---|
| BARBARA M. CARSON, Barrington House, 59-67, Gresham Street, London, E.C.2. Secretary. | One |
| MARIANNE N. CARR, Barrington House, 59-67 Gresham Street, London, E.C.2. Secretary. | One |

Dated the 19th day of September, 1966.

Witness to the above Signatures -

R. A. PARKER,
Barrington House,
59-67 Gresham Street, London. E.C.2.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(as adopted by Special Resolution passed on
the 2nd day of February, 1970)

OF

FRAGMENTATION LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided, and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of the said Table A unless otherwise stated.

PRIVATE COMPANY ✓

2. The Company is a Private Company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL ✓

3. The share capital of the Company is £1,210 divided into 1,100 Ordinary Shares of £1 each and 1,100 Ordinary Shares of 10p each.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

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

9. A resolution in writing signed by the holders of the whole of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

10. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 of Table A shall not apply.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply.

13. In regulation 79 of Table A the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

16. The office of a Director shall be vacated in any of the events specified in regulation 88 of Table A. The office of a Director shall also be vacated if he shall offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

17. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

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

19. Regulations 107 to 109 of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

20. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors,

shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

21. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

OVER-RIDING PROVISIONS

22. Whenever Harsco Corporation (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act

of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;

(B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

Names, addresses and descriptions of Subscribers

BARBARA M. CARSON,
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Secretary.

MARIANNE N. CARR,
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Secretary.

DATED the 19th day of September, 1966.

WITNESS to the above Signatures:-

R.A. Parker,
Barrington House,
59/67 Gresham Street, London, E.C.2.

No. of Company 888486

142
THE COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTION

Pursuant to Section 141(2) of the Companies Act
1948

of FRAGMENTATION LIMITED

Passed the Second day of November 1977

At an Extraordinary General Meeting of the members of the above named
Company duly convened and held at Birmingham Road, Stratford-upon-Avon
Warwickshire

on the Second day of November 1977

the following SPECIAL RESOLUTION was duly passed:-

THAT Clause 3(L) of the Memorandum of Association be deleted and that a new Clause 3(L) be substituted therefor namely "To lend money, or grant or provide credit or financial accommodation, to any person or Company and to guarantee support or secure whether by personal covenant or mortgaging or charging or creating a lien upon the whole or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any of such methods and to enter into any guarantee contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration and with or without security the performance of the obligations of and the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations of any person firm or company (including, without prejudice to the generality of the foregoing, any company which is for the time being the Company's Holding Company (as defined by section 154 of the Companies Act 1948) or other subsidiary (as also defined by the said section) of the Company's Holding Company or is otherwise associated in business with the company) or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions"

W. J. Bind
Chairman.



No. 888486

44
THE COMPANIES ACTS
1948 to 1976

ST
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on the
2nd day of February, 1970)

OF

FRAGMENTATION LIMITED

(Reprinted November 1977 incorporating all alterations up to
2nd November, 1977.)

(formerly Fragmentation Hekett-Birds Limited)

Incorporated the 27th day of September, 1966.

John Hughes DIRECTOR

A. J. D. J. SECRETARY



27/6



Certificate of Incorporation

ON CHANGE OF NAME

No. 888486

W H E R E A S FRAGMENTATION HECKETT-BIRDS LIMITED
was incorporated as a limited company under the Companies
Act, 1948, on the 27th September, 1966.

AND WHEREAS by Special Resolution of the Company and
with the approval of the Board of Trade it has changed
its name.

N O W THEREFORE I hereby certify that the Company
is a limited company incorporated under the name of
FRAGMENTATION LIMITED.

GIVEN under my hand at London the 11th Decmeber, 1969.

F. L. KNIGHT

ASSISTANT REGISTRAR OF COMPANIES



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

FRAGMENTATION HECKETT-BIRDS LIMITED

Passed 4th December 1969

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company held at Barrington House, 59-67 Gresham Street,
London, E.C.2. on Wednesday the 4th day of December, 1969
the following Resolution was passed as a SPECIAL
RESOLUTION :

RESOLUTION

THAT the name of the Company be changed to
"FRAGMENTATION LIMITED".

J. B. CELASCHI

Director.



Certificate of Incorporation

No. 888486

I HEREBY CERTIFY that FRAGMENTATION HECKETT-BIRDS LIMITED is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

GIVEN under my hand at London this Twenty-seventh day of September One thousand nine hundred and sixty six.

L.S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

FRAGMENTATION LIMITED

Passed 2nd February, 1970

AT an EXTRAORDINARY GENERAL MEETING of the Company held at Barrington House, 59-67 Gresham Street, London, E.C.2. on Monday, the 2nd day of February, 1970, the following Resolutions were passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. THAT the 51 'A' Shares and 49 'B' Shares of £1 each in the capital of the Company at present in issue be and they are hereby redesignated 100 Ordinary Shares of £1 each.
2. THAT upon and subject to the redesignation of the said 51 'A' Shares and the 49 'B' Shares being effected pursuant to the foregoing Resolution, the Share Capital of the Company be increased to £1,100 by the creation of 1,000 new Ordinary Shares of £1 each.
3. THAT upon and subject to the increase of the Share Capital of the Company being effected pursuant to the last foregoing Resolution the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

J. B. CELASCHI

Director.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
FRAGMENTATION LIMITED

(Passed on 4th June 1974)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 4th June 1974 the following SPECIAL RESOLUTIONS were duly passed:-

RESOLUTIONS

1. THAT the capital of the Company be increased to £1,210 by the creation of an additional 1,100 Ordinary shares of 10p each.
2. THAT each of the 1,100 Ordinary shares of £1 each in the capital of the Company be and it is hereby converted into one 6 per cent. Cumulative Preference share of £1 having attached thereto the rights set out below:-
 - (i) the 6 per cent Preference shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up thereon in priority to any payment to the holders of any other class of shares and the right in a winding up or on a reduction of capital involving repayment, to repayment of the capital paid up thereon together with any arrears of the said fixed dividend. The 6 per cent Preference shares shall confer no further right to participate in the profits or assets of the Company.
 - (ii) the holders of the 6 per cent Preference shares shall have no right as such to receive notice of or to attend and vote at

any General Meeting of the Company unless the business of the Meeting includes the consideration of a resolution for winding up the Company or reducing the capital or any resolution directly and adversely relating to or abrogating any of the special rights attached to the 6 per cent Preference shares in which case on a poll every holder of 6 per cent Preference shares who is present in person or by proxy shall have one vote for each Preference share of which he is the holder.

J. B. CELASCHI.

Chairman of Meeting

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FRAGMENTATION LIMITED

1. The name of the Company is "FRAGMENTATION LIMITED".

2. The registered office of the Company will be situate in England.

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

No Change
(A) To carry on the business of handling, sorting, processing, shearing and baling or otherwise processing, preparing, adapting and dealing with scrap metals, and to buy and sell scrap metals of any description.

(B) To provide services and facilities of any description to companies engaged in the iron and steel industries or any other industries.

(C) To carry on the business of letting on hire or hire purchase industrial plant, machinery and equipment of any description.

(D) To deal in any types of plant, machinery, equipment, articles or commodities whether or not such dealing be incidental or ancillary to any of the foregoing objects.

(E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

(F) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets 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.

(G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(I) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

(J) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(L) To lend money, or grant or provide credit or financial accommodation, to any person or Company and to guarantee support or secure whether by personal covenant or mortgaging or charging or creating a lien upon the whole or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any of such methods and to enter into any guarantee contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration and with or without security the performance of the obligations of and the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations of any person firm or company (including, without prejudice to the generality of the foregoing, any company which is for the time being the Company's Holding Company (as defined by section 154 of the Companies Act 1948) or other subsidiary (as also defined by the said section) of the Company's Holding Company or is otherwise associated in business

with the company) or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.

(M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

(N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the 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.

(Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

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

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

✓ 4. The liability of the members is limited.

✓ 5. The share capital of the Company is £1,210 divided into 1,100 Ordinary Shares of £1 each and 1,100 Ordinary Shares of 10p each. *

*As amended by Special Resolutions passed on the 2nd February, 1970 and 4th June, 1974.

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

| Names, addresses and descriptions of Subscribers | Number of Shares taken by each Subscriber |
|--|---|
| BARBARA M. CARSON, Barrington House, 59-67 Gresham Street, London, E.C.2. Secretary. | One |
| MARIANNE N. CARR, Barrington House, 59-67 Gresham Street, London, E.C.2. Secretary. | One |

Dated the 19th day of September, 1966.

Witness to the above Signatures -

R. A. PARKER,
Barrington House,
59-67 Gresham Street, London. E.C.2.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(as adopted by Special Resolution passed on
the 2nd day of February, 1970)

OF

FRAGMENTATION LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of the said Table A unless otherwise stated.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL

3. The share capital of the Company is £1,210 divided into 1,100 Ordinary Shares of £1 each and 1,100 Ordinary Shares of 10p each.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

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

9. A resolution in writing signed by the holders of the whole of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

10. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 of Table A shall not apply.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply.

13. In regulation 79 of Table A the proviso restricting the borrowing and charging power exercisable by the Directors shall not apply.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

16. The office of a Director shall be vacated in any of the events specified in regulation 88 of Table A. The office of a Director shall also be vacated if he shall offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

17. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

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

19. Regulations 107 to 109 of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

20. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors,

shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

21. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

OVER-RIDING PROVISIONS

22. Whenever Harsco Corporation (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act

of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;

(B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

Names, addresses and descriptions of Subscribers

BARBARA M. CARSON,
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Secretary.

MARIANNE N. CARR,
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Secretary.

DATED the 19th day of September, 1966.

WITNESS to the above Signatures:-

R.A. Parker,
Barrington House,
59/67 Gresham Street, London, E.C.2.

8888486
65

FRAGMENTATION LIMITED

Extract of a Meeting of the Board of Directors held at
St. Maur, Beaufort Square, Chepstow on Tuesday 12th July
1983


"

SPECIAL RESOLUTION

IT WAS RESOLVED

that auditors would not be appointed for the ensuing financial
year but that a financial statement would be prepared under
Section 156 of the Companies Act 1948,

"


D.K.A. Wheeler
Director



G

COMPANIES ACT 1985 FORM NO. 353

Notice of place where register of members is kept or of any change in that place**353**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

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

* Insert full name
of company

† delete as
appropriate

To the Registrar of Companies

For official use

Company number

69

888486

Name of company

* Fragmentation Limited

gives notice that the register of members is [now]† kept at:

The Bird Group of Companies Limited

Long Marston

Stratford upon Avon Warwickshire

Postcode

CV37 8AO

Signed

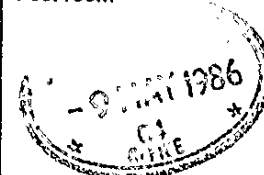
{Director}[Secretary]† Date 8th May 1986

Presentor's name address and
reference (if any):

The Company

For official Use
General Section

Post room



23/11



Company No. 888486

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
FRAGMENTATION LIMITED

(Passed 30th September 1989)

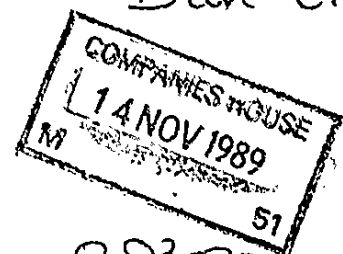
At an Extraordinary General Meeting of the above-named Company duly convened and held on the 30th day of September 1989 the following Resolution was duly passed as a Special Resolution.

» SPECIAL RESOLUTION

That the name of the Company be changed to
OZONE DEFENCE LIMITED

CHAIRMAN ...

A.P.B.H.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 888486

I hereby certify that

FRAGMENTATION LIMITED

having by special resolution changed its name,

is now incorporated under the name of

OZONE DEFENCE LIMITED

Given under my hand at the Companies Registration Office,

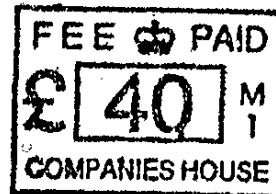
Cardiff the 23 NOVEMBER 1989

P. A. Morgan

P. A. MORGAN (MRS)

an authorised officer

Company No. 888486



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

OZONE DEFENCE LIMITED

(Passed 15th October 1990)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 15th day of October 1990 the following Resolution was duly passed as a Special Resolution.

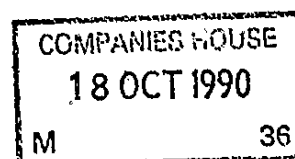
SPECIAL RESOLUTION

That the name of the Company be changed to FRAGMENTATION LIMITED.

.....*W. J. Birch*.....
CHAIRMAN



Bo
£80 x 2
003146



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 888486

I hereby certify that

OZONE DEFENCE LIMITED

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

FRAGMENTATION LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 OCTOBER 1990

M. Rose
M. ROSE

an authorised officer