

Number of
Company



THE COMPANIES ACT, 1948

REGISTERED
22 FEB 1967

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.

ROCLA PIPES

LIMITED

Presented by

Document Filer's Reference C3

Herbert Smith & Co.,

62 London Wall.

London, E.C.2.

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

The Stationers' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Southwark, E.C.4; 40 Bedford Row, W.C.1; 1 Waterloo Street, S.W.1;
15 Hanover Street, W.1; 85-89 Newhall Street, Birmingham, 1; 21 Charles Square, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 27 Abchurch Lane, London, E.C.4.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Edward Ian Walker-Arnott

of 62 London Wall, London, E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor")" engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("a Solicitor of

the Supreme Court engaged in the formation

of

ROCLA PIPES

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 30 Copthall Avenue

in the City of London

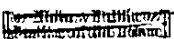
the 13th day of February

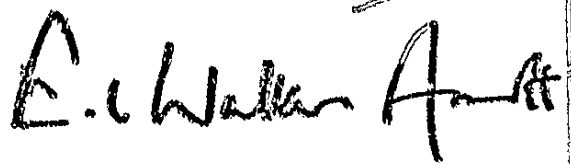
one thousand nine hundred and sixty-
seven

Before me,



A. BASKIN

A Commissioner for Oaths 



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

Number of } _____
Company } _____

STATEMENT OF THE NOMINAL CAPITAL

OF

REG: 1111

22 FEB 1967



ROCLA PIPES

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

Signature

Herbert Smith

Description Solicitors engaged in the formation

dated the 12th day of February 1967

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

executed by

Document Writer's Reference 63

Herbert Smith & Co.

62 London Wall, E.C.2.

Form No. 25

THE SOLICITORS' LAW STATIONERY BOARD, LIMITED

21-22 Fleet Street, E.C.4; 3 Esplanade, E.C.4; 49 Duffield Lane, W.C.1; 6 Wilton Street, S.W.1; 5 Haver Street, W.1; 55-59 Newhall Street, Birmingham, 3; 32 Church Street, Chester; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 170 High Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

898725/3



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ROCLA PIPES LIMITED

1. The name of the Company is "ROCLA PIPES 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 all or any of the businesses of manufacturer of or dealer or worker in concrete reinforced and otherwise and concrete articles of all kinds and in stoneware, iron, steel cement, sand, stone, and builders' requisites and conveniences of all kinds in concrete and iron, and of quarry owners, builders, general contractors and carriers.
 - (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the businesses above mentioned or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
 - (C) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise with its own employees or with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
 - (D) To acquire by any means any real or personal property or rights whatsoever.
 - (E) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges



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✓
in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (F) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.
- (G) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (H) To lend money or give credit to such persons on such terms as may seem expedient, but not to carry on the business of a licensed moneylender.
- (I) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (J) To guarantee the performance of contracts obligations or the payment of money by any person whatsoever.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (M) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (N) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether

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contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (O) To procure the Company to be registered or recognised in any part of the world.
- (P) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (Q) To dispose by any means of the whole or any part of the assets of the Company.
- (R) To distribute among the Members of the Company in kind any assets of the Company.
- (S) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph 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 one hundred shares of £1 each.

4/5 ✓
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.
Geoffrey David Mortimer Willoughby 62 London Wall, London EC2 Solicitor ✓	One
Geoffrey Michael Langford 62 London Wall London EC2 Solicitor ✓	One

DATED this 13th day of February 1967.

WITNESS to the above signatures :-

E. L. Walker-Amott
62 London Wall,
London EC2
Solicitor

10/1
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12/1

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

REGISTERED
22 FEB 1967

of

EOCLA PIPES LIMITED

1 The regulations contained in Part II of Table A in the First Schedule of the Companies Act 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations

2 Regulations 24 53, 75, 77, 89 to 97 (inclusive) and 99 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company

3 A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more Members

4 Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two in number The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association

5 The quorum necessary for the transaction of the business of the directors shall be determined by the Company in General Meeting and until otherwise determined shall be two.

6 A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company

7 The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company

8 A Director shall not require a share qualification

9 (A) Subject to paragraph (C) below no person shall be capable of being appointed a Director if at the time of his appointment he has attained the age of seventy

✓
(B) Subject to paragraph (C) below a Director shall vacate his office at the conclusion of the annual general meeting commencing next after he attains the age of seventy

(C) Nothing in paragraphs (A) and (B) above shall prevent the appointment of a Director at any age or require a Director to retire at any time if his appointment is or was made or approved by Special Resolution of the Company in General Meeting.

10. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

11. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Geoffrey David Mortimer Withoughby
62 London Wall,
London, E.C.2
Solicitor

Geoffrey Michael Langford,
62 London Wall,
London E.C.2.
Solicitor

DATED this 13th day of February 1967

WITNESS to the above signatures :-

E.I. Walter-Amott
62, London Wall,
London E.C.2
Solicitor

DUPLICATE FOR THE FILE.

No. 898725



Certificate of Incorporation

I Hereby Certify that

ROCLA PIPES LIMITED

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

Given under my hand at London this TWENTY-SECOND DAY OF FEBRUARY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Lowtherfield.

Assistant Registrar of Companies.

**Certificate
received by**

1. Barry Robert Child

Date 9-2-67

848775/8
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

of

ROCLA PIPES LIMITED

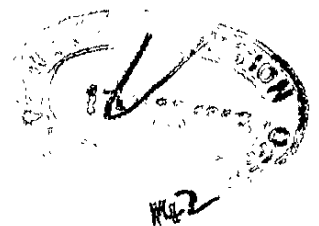
At an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday 13th March 1968 the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

THAT the share capital of the Company be increased from £100 to £300,000 by the creation of 299,900 new shares of £1 each.

13

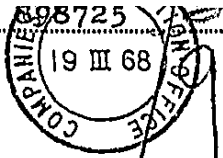

CHAIRMAN



Number of
Company

898725

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THE COMPANIES ACT, 1948

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63

Insert the
Name
of the
Company

ROCLA PIPES

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 Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Document Filer's Reference **C2**

Herbert Smith & Co.,

62 London Wall,

London, E.C.2.

Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersburg, E.C.4; 49 Bedford Row, W.C.1; 6 Waterloo Street, S.W.1;
15 Hanover Street, W.1; 35-39 Newhall Street, Birmingham, 3; 21 Chancery 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

To THE REGISTRAR OF COMPANIES,

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

ROCLA PIPES Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 13th day of March 1968
the nominal capital of the Company has been increased by the addition thereto of
the sum of £ 299,900 beyond the registered capital
of £ 100

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
299,900	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 :—

The new shares rank pari passu in all respects with
the existing Ordinary Shares of the Company.

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

Signature.....



State whether Director
or Secretary

Director

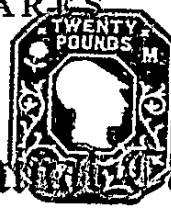
Dated the 13th day of March 1968

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

THE



COMPANY LIMITED SHARES



Statement of Increase of the Nominal Capital

OF

ROCLA PIPES



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

Document Filor's Reference **C3**

Herbert Smith & Co.,

62 London Wall,

London, E.C.2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited,
91-102 Fleet Street, E.C.4; 3 Southwark, E.C.4; 40 Bedford Row, W.C.1; 6 Wiltona Street, S.W.1;
3 Finsbury Street, W.C.1; 65-69 Newhall Street, Birmingham, 7; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

ROCLA PIPES

Limited

has by a Resolution of the Company dated

13th March 1968 been increased by

the addition thereto of the sum of £ 299,900,

divided into :—

299,900 Shares of £1 each

~~Shares of~~ ~~each~~

beyond the registered Capital of £100

Signature



(State whether Director or Secretary) Director

Dated the 13th day of March 1968

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

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

ROCLA PIPES LIMITED

(Passed 28th January 1970)

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at 3 Gracechurch Street, London E.C.2 on 28th January 1970 the following resolution was duly passed as an ORDINARY RESOLUTION:-

ORDINARY RESOLUTION

That the capital of the Company be increased to £422,000 by the creation of 122,000 new shares of £1 each.

W. J. S. Wright

CHAIRMAN

Robert Smith etc.
62 bond call
E.C.2.



THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

(A separate STATEMENT OF INCREASE may not be required with this form; please see overleaf)

To the REGISTRAR OF COMPANIES

Rocla Pipes

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an* Ordinary Resolution of the Company dated the 28th day of January, 1970 the nominal capital of the Company has been increased by the addition thereto of the sum of £122,000 beyond the registered capital of £300,000

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
122,000	undesignated	£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 :—

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

pari passu in all respects with the shares of the company already in issue.

Signature.....

James F. L. Polson

State whether Director
or Secretary

Secretary

Dated the 28th day of January, 1970

Presented by

Presenter's Reference 25/C25

Herbert Smith & Co.

62 London Wall,

LONDON E.C.2.

Form No. 1

Number of }
Company } 898725 / 19

THE STAMP ACT 1891

Company Limited by Shares

STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

Rocla Pipes

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.

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

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.)

Attest by

Presenter's Reference 25/C25

Herbert Smith & Co.

62 London Wall,

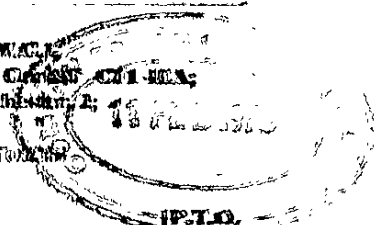
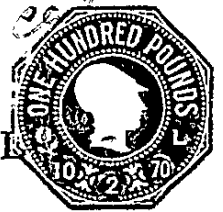
LONDON E.C.2.

Form No. 26a

The Solicitors' New Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
25, Abchurch Lane, E.C.4; 55-56 Newhall Street, Birmingham, 4; 24 Charles Street, Cardiff, C.I. 10A;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 48-50
14-22 Rutherford Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies (No



THE NOMINAL CAPITAL
OF

.....
..... Rocla Pipes Limited

has by a Resolution of the Company dated 28th January.....

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

£122,000....., divided into:—

122,000..... Shares of £1..... each

..... Shares of each

beyond the registered Capital of £300,000
.....

Signature.....

James F. L. Pugh

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

Secretary

Dated the 28th day of January 1970

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

898725

Registered office c/o Herbert Smith & Co
62 London Wall London E.C.2.

Wolverton Road,
Newport Pagnell,
Bucks.

Telephone:
Newport Pagnell 610354

Telex: 825043



Rocla Pipes Limited

SPECIAL RESOLUTION

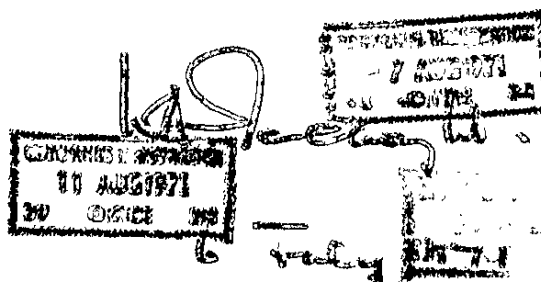
Passed at an Extraordinary General Meeting of the Company held at the offices of Rocla Pipes Limited, Wolverton Road, Newport Pagnell, Bucks at 11.30 a.m. on 22nd June, 1971.

That the Articles of Association of Rocla Pipes Limited be altered by the insertion after paragraph 9 of the following:-

Paragraph 10 Each director shall have the power to appoint either another director or any person approved for that purpose by a resolution of the Board to act as alternate director in his place during his absence and may at his discretion remove such alternate director. A person so appointed shall except as regards power to appoint an alternate be subject in all respect to the terms and conditions existing with reference to the other directors of the company and each alternate director while so acting shall exercise and discharge all the functions, powers and duties as a director of his appointor in such appointor's absence. Any director acting as alternate shall have an additional vote for each director for whom he acts as alternate. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director.

Paragraph 11 All appointments and removals of an alternate director shall be effected by instrument in writing signed by the appointor and delivered at the registered office of the company.

The original paragraphs 10 and 11 of the Articles of Association shall be renumbered 12 and 13 respectively.



23rd June, 1971

Directors W.A. Talwington (Chairman), E. Lyall, F. J. Brown, P. A. Redden

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

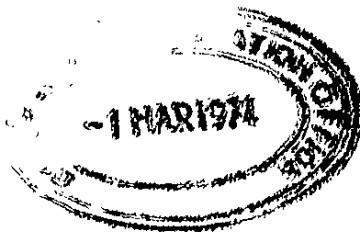
of

ROCLA PIPES LIMITED

(Passed 22nd November 1973)

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Wolverton Road, Newport Pagnell, Buckinghamshire, on 22nd November 1973 the following resolution was duly passed as an ORDINARY RESOLUTION :-

1. That the Capital of the Company be increased to £1,000,000 by the creation of 578,000 new shares of £1 each.
2. That upon the recommendation of the Directors it is desirable to Capitalise the sum of £578,000 (being part of the Capital Profit of £587,804 standing to the credit of the Freehold and Long Leasehold Land and Buildings asset maintenance revaluation reserve at the 30th June 1973) and accordingly that the Directors be authorised and directed to appropriate the said sum to the holders registered immediately prior to the passing of this Resolution of the 422,300 issued Shares of £1 each of the Company in the proportions in which such sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such sum on their behalf in paying up in full 578,000 unissued Shares of £1 each, to be allotted and distributed, credited as fully paid, to and amongst the said holders in the proportions aforesaid.



Enchayall

CHARTERED
ACCOUNTANTS

No. of Company 898725/32

THE COMPANIES ACTS 1948 to 1967

Notice ~~and Statement~~* of Increase in Nominal Capital

* "Notice" and Statement" in cases where a SEPARATE statement is necessary see overlaid for notes.

To THE REGISTRAR OF COMPANIES

FEB 29 20 10 005.15

Insert name of Company.

ROCCA PIPES

† 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 † *ORDINARY* Resolution of the Company dated the *TWENTY SECOND* day of *NOVEMBER* 197*4* the nominal capital of the Company has been increased by the addition thereto of the sum of £ *578,000* beyond the registered capital of £ *422,000*

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
<i>578,000</i>	<i>ORDINARY</i>	<i>£1</i>

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:—

PARI PASSU IN ALL RESPECTS WITH THE SHARES OF THE COMPANY ALREADY ISSUED

† Any of the new shares are to be issued at a discount or at a premium or on other special terms, the conditions should be stated by way of note.



Signature *J. C. Pidgeon*

State whether Director or Secretary *SECRETARY*
ROCCA PIPES LIMITED

Dated the *5th* day of *FEBRUARY* 197*4*

Presented by

Presentor's Reference

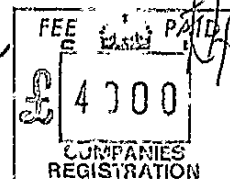
J. F. L. Pidgeon

ROCCA PIPES LIMITED

WILKINSON ROAD, CROMFORD

CHILTON RESERVES WITH 15 AG.

Company No. 898725



THE COMPANIES ACTS 1948 to 1976

Company limited by shares

SPECIAL RESOLUTION

of

ROCLA PIPES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 17 Stratton Street on Tuesday 15 January 1980, the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

THAT with the consent of the Department of Trade the name of the Company be changed to R P Limited.

.....
Chairman





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 893725

162.

I hereby certify that

ROCLA PIPES LIMITED

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

R P LIMITED

Given under my hand at Cardiff the

6TH FEBRUARY 1960

[Faint, illegible signature or stamp]

[Faint, illegible text]

.....898,725.....

76.

.....number of company

form No. WUR 108

no filing fee payable

THE COMPANIES ACTS 1948 TO 1980

members' voluntary winding-up

name of company

R P

Limited

declaration of solvency^(a)

embodying a statement of assets and liabilities

WE JOHN MARCUS WARD

of Low Road, Putlers Lane, Road,

HOLDINGHAM, Surrey

STANLEY FREDERICK ARMITAGE

of Horselands, Queen's Road,

HARPENDEN, Herts

of

of

CRC

being ^(b) the majority of the Directors of R P Limited

DO SOLEMNLY AND SINCERELY DECLARE that we have made a full enquiry into the affairs of this Company, and that, having so done, we have formed the opinion that this Company will be able to pay its debts in full within a period of (c) 12 months, from the commencement of the winding-up, and we append a statement of the Company's assets and liabilities as at 15 April 1983, being the latest practicable date before the making of this Declaration, AND WE 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 *Harpenden*

Hertfordshire

the 21st day of April 1983

before me

Malcolm Roberts

A Commissioner for Oaths, Solicitor

(*Malcolm Roberts* - Justice of the Peace) (1)

NOTE.

- (1) This Declaration is effective ONLY (a) if it is made within the ten weeks immediately preceding the date of the passing of the Resolution for winding up the Company AND (2) if it is delivered to the Registrar of Companies ~~within~~ the day on which that Resolution was passed
- (2) Oaths are necessary
- (3) Within the period of months not exceeding twelve

Presented by

Presented by



(Printed & Supplied by -

Jordan & Sons Limited, Company Formulators and Information Services, 101 Park Street, 2nd Floor, 47 Brunswick Avenue, London NW10 6BE. Telephone: 01-203 8800

Statement as at 12th April 1983
showing assets at estimated realisable values and liabilities expected to rank

ASSETS AND LIABILITIES								Estimated to realise or to rank for payment (to nearest £)
ASSETS								
Balance at Bank	..	..	..	..	..	..	..	£
Cash in Hand	..	..	..	..	..	..	..	249,769
Marketable Securities	..	..	..	..	..	..	..	
Bills Receivable	..	..	..	..	..	..	..	
Trade Debtors	..	..	..	..	..	..	..	
Loans and Advances	..	..	..	..	..	..	..	
Unpaid Calls	..	..	..	..	..	..	..	
Stock in Trade	..	..	..	..	..	..	..	
Work in Progress	..	..	..	..	..	..	..	
Freehold Property	..	..	..	..	..	..	..	
Leasehold Property	..	..	..	..	..	..	..	
Plant and Machinery	..	..	..	..	..	..	..	
Furniture, Fittings, Utensils, etc.	..	..	..	..	..	..	..	
Patents, Trade Marks, etc.	..	..	..	..	..	..	..	
Investments other than marketable securities	..	..	..	..	..	..	..	
Other property, viz:	..	..	..	..	..	..	..	
Estimated realisable value of Assets								£ 249,769
LIABILITIES								
Secured on specific assets, viz:								
Secured by Floating Charge(s)								
Estimated Cost of Liquidation and other expenses								
Including interest accruing until payment of debts in full								1000
Unsecured Creditors (amounts estimated to rank for payment):								
Trade Accounts								£ 11,000
Bills Payable								14,700
Accrued Expenses								
Other Liabilities								
Contingent Liabilities:								3,500
								29,000
Estimated Surplus after paying Debts in full								£ 209,769

898725

number of company
form No. CA 70
no filing fee payable

THE COMPANIES ACTS 1948 TO 1976

(COPY)
ORDINARY

special resolution

pursuant to sections 141 (2) and 278 (1) (b) of the Companies Act 1948

of

R P

Limited

Passed

6th May

1983

At an Extraordinary General Meeting of the members of the above-named Company,
duly convened and held at 70B High Street, Harpenden, Herts.

on 6th May
ORDINARY

1983

the following

SPECIAL RESOLUTION was duly passed:—

"That the Company be wound up voluntarily, and that

A.E. DAVIS, ESQ., FCCA

(and)(s)

of Ellerd House, Amenbury Lane, Harpenden, Herts.

be and he is/they are (s) hereby appointed Liquidator(s) (1) for the purposes of such
winding-up."

Signature (s)

Description

NOTES

- (1) Delete if it does not apply.
(2) Delete if it does not apply.
(3) This form should be signed by the Chairman of the meeting at which this Resolution was passed, or by a Director or the Secretary of the Company.

This copy resolution must be filed with the Registrar of Companies within 15 days after it was passed. It must also be published in the London Gazette within 14 days and Form CA 70A should be completed and sent to Jordan & Sons Limited who are agents for this purpose.



Jordan & Sons Limited

Legal and Information Services, Printers and Publishers

Jerlan House, 47 Brunswick Place, London N1 0EE

Telephone 01-253 3030

Telex 2011010

Presented by

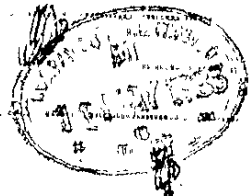
David H. Jones
Edward Stone

Secretary

Director

T.D. 05007 0100

Presenter's Reference



G

THE COMPANIES ACTS 1948 TO 1976
Members' voluntary winding up
Notice of appointment of liquidator

Form No. 39c

39c

Pursuant to section 305 of the Companies Act 1948

Please do not
write in this
binding margin



L88/6th JUNE/CF

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

To the Registrar of Companies

For official use

Company number

78

898725

Name of company

R P

Limited*

Nature of business

Managing Leaschold Property

delete as
appropriate

I/[we] hereby give you notice that I/[we] have been appointed liquidator(s) of the above named company

Name(s) of Liquidator(s)

Address(es)

A.E. Davis, Esq., FCCA

Ellerd House, Amersbury Lane, Harpenden, Herts.

Attest Secretary

State how
appointed
whether by
resolution of
the company or
by the court
and if
necessary see
sections 237 &
304 of the
Companies Act
1948

The appointment as liquidator(s) was by: Resolution of the Company

Signature(s) of Liquidator(s)

Date

A.E. Davis

24 June 1988

Presenter's name, address and
reference (if any):

Davis & Co.,
Ellerd House,
Amersbury Lane,
Harpenden, Herts.

Time critical reference

For official use
Liquidation section

Postmark



THE COMPANIES ACTS 1948 TO 1976

[COPY]

extraordinary resolution

pursuant to section 141 (1) of the Companies Act 1948

of **RP** Limited

Passed the **17th** day of **April** 1984

At an Extraordinary General Meeting of the members of the above-named company,
duly convened and held at: (1) **ELLERD HOUSE**

ANNEBORO LANE

HARPENDEN, HERTS

on the **17** day of **APRIL** 1984

the following EXTRAORDINARY RESOLUTION was duly passed:—

"That all the books, accounts, papers and documents of the Company and of the
Liquidator be retained by the Liquidator for a period of (2) **SIX MONTHS**
from the dissolution of the Company, after which they shall be destroyed by him."

Clare S. Jones
Signature of Liquidator

NOTES:
(1) Insert the full address of the place where the meeting was held.
(2) Complete as appropriate.

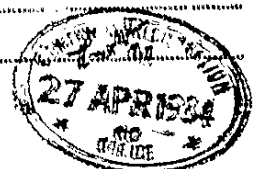
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Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London EC1A 6EE
Telephone 01-253 3030 Telex 261010

Presented by **DAVIS & CO**

ELLERD HOUSE, ANNEBORO LANE

HARPENDEN, HERTS

Presenter's Reference



number of company
form No. WUR 93
no filing fee payable

affidavit⁽¹⁾

verifying statement of liquidator's account

under section 342 of the Companies Act 1948 and pursuant to
rules 197, 198 and 201 of the Companies (Winding-up) Rules 1949

name of company

RP

Limited

I, ALBERT EDWARD DAVIS
of ELLERD HOUSE, AMENBURY LANE

HARPENDEN, HERTS

the Liquidator of the above-named Company, make oath and say:—

That (2) the Account herewith annexed, marked "B", contains a full and true account
of my Receipts and Payments in the winding-up of the above-named Company

from the 6 day of MAY 1983

to the 17 day of APRIL 1984

inclusive, (2) and that I have not, nor has any other person by my order or for my use
during such period, received or paid any moneys on account of the said Company.

(2) other than and except the sums mentioned and specified in the said Account.

I further say that the particulars given in the annexed form S2, marked "B", with respect
to the proceedings in and position of the liquidation, are true to the best of my
knowledge and belief.

SWORN at Harpender

Hertfordshire

this 24 day of April 1984

before me

A Commissioner for Oaths or Notary Public

NOTES:

(1) This Affidavit is not required in duplicate, but it must in every case be accompanied by a Statement on
form WUR 92 which has to be in duplicate.
(2) In the Receipts or Payments, strike out the words in italics.



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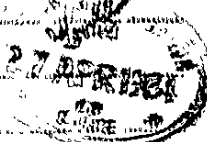
Telex 263010

Presented by DAVIS & CO

ELLERD HOUSE, AMENBURY LANE

HARPENDEN, HERTS

Prepared by Reference



698725number of company

form No. WUR 92

no filing fee payable

THE COMPANIES (WINDING-UP) RULES 1949
rules 197, 198 and 201

[re..... **R P** Limited

This is the exhibit marked B referred to in the affidavit of **ALBERT EDWARD DAVIS**
sworn before me this **26th** day of **April** 19**84**

..... **C. P. Ryall** A Commissioner for Oaths]

name of company

..... **R P** Limited

statement of receipts and payments and general directions as to statements

Size of sheets

(1) Every statement must be on sheets 11½ inches by 16½ inches.

Form and contents of statement

(2) Every statement must contain a detailed account of all the liquidator's receipts and disbursements in respect of the Company. The statement of receipts should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold, etc.; and the account of disbursements should contain all payments for costs and charges, or to creditors or contributors. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Companies Liquidation Account (except unclaimed dividends, see paragraph (5)) or payments into or out of bank, or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately,—

(a) by means of the bank pass sheet,
(b) by a written detailed statement of moneys received by the liquidator, and investments realized, interest allowed or charged by the bank, bank commission, etc., and profit or loss upon the realization of temporary investments, should, however, be entered in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

Trading account

(3) When the liquidator carries on a business, a trading account must be forwarded as a distinct account and the totals of receipts and payments on the trading account shall also be set out in the statement.

Dividends, etc.

(4) When dividends or payments of contributions are paid to creditors, or a return of surplus assets made to contributors, the total amount of each dividend, or installment of contribution, or return to contributors, actually paid, must be entered in the statement of disbursements as one sum, and the liquidator must forward separate statements showing on each the amounts of the claim of each creditor, and the amount of dividend or contribution payable to each creditor, and of surplus assets payable to each contributor, showing also the dividends or installments of contribution and shares of surplus assets actually paid, and the amounts remaining unpaid. Each of the last two sheets shall be numbered by the liquidator.

(5) When unclaimed dividends, installments of contributions, or returns of surplus assets are paid into the Companies Liquidation Account the total amount so paid in shall be entered in the statement of disbursements as one sum.

(6) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection, or of the creditors, or of the Company in general meeting, or by order of Court, as the case may require.

liquidators' statement of account*
pursuant to section 342 of the Companies Act 1948

name of company

..... **R P** Limited

Nature of proceedings (whether a members' or creditors' voluntary winding-up or a winding-up under the supervision of the Court) **Members**

Date of commencement of winding-up **16 May 1983**

Date to which statement is brought down **17 April 1984.**

Name and address of liquidator **ALBERT EDWARD DAVIS**

ELLERD HOUSE, AMENBURY LANE, HARPENDEN, HERTS

NOTE: This statement is required in duplicate, and must be accompanied by an affidavit verifying the same (Form WUR 33).

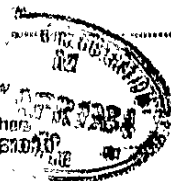
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**ELLERD HOUSE, AMENBURY LANE
HARPENDEN, HERTS**

Presenter's Reference



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liquidator's statement of account

pursuant to section 342 of the Companies Act 1948

REALIZATIONS			
Date	Of whom received	Nature of assets realized	Amount
		Brought forward ..	£
7-5-83	Barclays Bank	Current A/c	31.26
11-5		Interest	370.72
17-5		Interest	373.09
21-5		Interest	373.09
21-5		Interest	370.72
7-6		Interest	373.09
14-6		Interest	361.28
21-6		Interest	366.00
28-6		Interest	347.11
5-7		Interest	344.75
12-7		Interest	340.03
19-7		Interest	309.33
26-7		Interest	347.11
2-8		Interest	337.67
9-8		Interest	329.22
16-8		Interest	329.22
23-8		Interest	323.50
23-8		Interest	1337.09
30-8		Interest	323.22
6-9		Interest	347.11
14-9		Interest	329.22
20-9		Interest	349.47
27-9		Interest	349.47
4-10		Interest	334.20
11-10		Interest	332.63
11-10		Interest	323.60
18-10		Interest	321.14
25-10		Interest	325.16
31-10		Interest	325.06
7-11		Interest	323.50
13-11		Interest	325.04
22-11		Interest	316.41
29-11		Interest	318.70
6-12		Interest	321.04
13-12		Interest	145.00
14-12		Interest	50.00
18-12		Interest	1346.91
18-12		Interest	45.20
18-12	Barclays Bank	Interest of Term Deposit	12477.07
19-12	Barclays Bank	Interest of Term Deposit	9700.00
16-12		Interest	132.41
16-12-83		Interest	15.02
12-1-84		Interest	43.67
Carried forward ..			254370.32

NOTE: No further should be shown on this account, but only the total Realizations

DISBURSEMENTS			
Date	To whom paid	Nature of disbursements	Amount
		Brought forward ..	£
28-6-83	Coopers Lybrand	Costs	1536.15
29-6-83	Davis & Co	Costs	258.87
17-8-83	Coopers Lybrand	Costs	1092.50
6-12-83	Inland Revenue	Creditor	6088.52.
	RIBV	Creditor	40.00
19-12-83	Monier Ltd	Members	
		1 st Dividend	23000.00
	Barclays Bank	Charges	40.00
7-3-84	Coopers Lybrand	Costs	860.50
9-3-84	Coopers Lybrand	Costs	508.29
16-3-84	Inland Revenue	Corporation Tax	6677.01
17-4-84	Coopers Lybrand	Costs	350.00
17-4-84	Davis & Co	Costs	636.16
17-4-84	A E Davis	Liquidators Fees	1284.60
17-4-84	Monier Ltd	Members	
		Final Dividend	4926.08
Carried forward ..			254370.28

and Disbursements, which should be carried forward to the next account.

Sum over

analysis of balance

Total Realizations	..	..	..	..	..	..	..	..	£	254370-38
Total Disbursements	..	..	..	..	..	..	..	..	£	254370-38
Balance	..	..	..	..	..	..	..	..	£	NIL.
The Balance is made up as follows:										£
1. Cash in hands of liquidator	..	..	..	..	..	..	..	..	£	NIL.
2. Total payments into bank, including balance at date of commencement of winding-up (as per bank book)	..	..	..	..	..	..	..	..	£	254370-38
Total withdrawals from bank	..	..	..	..	..	..	..	..	£	254370-38
Balance at bank	..	..	..	..	..	..	..	..	£	NIL.
3. Amount in Companies Liquidation Account	..	..	..	..	..	..	..	..	£	NIL.
4. Amounts invested by liquidator	..	..	..	..	..	..	..	..	£	NIL.
Less Amounts realized from same	..	..	..	..	..	..	..	..	£	NIL.
Balance	..	..	..	..	..	..	..	..	£	NIL.
Total Balance as shown above	..	..	..	..	..	..	..	..	£	NIL.

NOTE: Full details of assets purchased for investment and realization thereof should be given in a separate statement.

*The investment in deposits of money by the liquidator does not withdraw from the operation of section 23 of the Companies Act 1948, and any such investments representing money held for six months or upwards must be realized and paid into the Companies Liquidation Account, except in the case of investments in Government securities the transfer of which to the control of the Board of Trade will be deemed to be a disposal of the money with the terms of the section.

note—the liquidator should also state—

(1) The amount of the estimated assets and liabilities at the date of the commencement of the winding-up:

Assets (after deducting amounts charged to secured creditors and debenture holders)	£	249769
Liabilities—Secured creditors	NIL.	
Debenture holders	NIL.	
Unsecured creditors	£	29000

(2) The total amount of the capital paid up at the date of the commencement of the winding-up:

Paid up in cash	£	100000
Insured as paid up otherwise than for cash	£	00

(3) The general description and estimated value of outstanding assets (if any):

None.

(4) The causes which delay the termination of the winding-up:

None.

(5) The period within which the winding-up may probably be completed:

10/5/81

898725

81

number of company
form No. WUR 111
[Form WUR 110 attached]
no filing fee payable

THE COMPANIES ACTS 1948 TO 1976

members' voluntary winding-up
return of final winding-up meeting
pursuant to section 290 of the Companies Act 1948

To the Registrar of Companies

name of company

RP

Limited

I (or We) **ALBERT EDWARD DAVIS**

of **ELLERD HOUSE, ALEXANDRY LANE**

HARPENDEN, Herts

being the liquidator(s) of the above-named company have to inform you that a general meeting of the company was duly ⁽¹⁾ held on 17 APRIL 1984 pursuant to section 290 of the Companies Act 1948 for the purpose of having an account ⁽²⁾ (a copy of which is attached hereto) laid before it showing how the winding-up of the company has been conducted, and the property of the company has been disposed of, and that ⁽¹⁾ the same was done accordingly.
~~no business was transacted at the meeting.~~

Signature(s) (3)

Albert E Davis

Dated 2nd APRIL 1984

- NOTES:
(1) To be completed which does not apply.
(2) This copy must be attached to this document AND be authenticated by the written signature(s) of the liquidator(s).
(3) To be signed by each liquidator if more than one.



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Jordan House, 47 Brunswick Place, London NW1 6LE
Telephone 01-253 3030 Telex 261 010

Prepared by **DAVIS & CO, ELLERD HOUSE, ALEXANDRY LANE**

HARPENDEN, Herts

Prepared by



statement showing how the winding-up has been conducted and the name of company

RP

Limited (in liquidation)

(1) Answer, including the name of the person or persons who prepared the report, the date of the report, and the name of the person or persons who reviewed the report, and the name of the person or persons who approved the report.

(2) State whether or not the Commission has received any information regarding the report.

(a) If the Commission has received any information regarding the report, state the nature of the information.

(b) If the Commission has not received any information regarding the report, state the reason therefor.

(c) If the Commission has received any information regarding the report, state the action taken by the Commission.

(3) Add here any special remarks the liquidator(s) think(s) desirable:

property of the company has been disposed of.

from 6 MAY 1983 (commencement of winding-up)
to 17 APRIL 1984 (close of winding-up)

	Payments
Costs of solicitor to liquidator	£
Other law costs	4349.44
Taxation Services	
Liquidator's remuneration:	
(Where applicable) % on £ realised .. £	
% on £ distributed .. £	
By whom fixed <u>MEMBERS MEETING 17 APRIL 1984</u>	1384.60
Auctioneer's and valuer's charges	
Costs of possession and maintenance of estate	539.35
Costs of notices in Gazette and local papers	352.18
Incidental outlay	40.00
Total costs and charges	£ 6868.57
(i) Debtors:	
Payment of £ per £ debtors £	
Payment of £ per £ debtors £	
Payment of £ per £ debtors £	
(ii) Creditors:	
(b) Preferential Inland Revenue .. £ 1	6058.52
(b) Unsecured:	40.00
Dividend(s) of 100 p in £ on £ 40 £ 40	
(The estimate of amount expected to rank for dividend was £ 6092.52)	
(iii) Return to contributors:	
25 p per £ 1 First Dividend (c) share £ 1,000,000	250,000
0.492 p per £ 1 Second Dividend (c) share £ 1,000,000	4926.08
p per £ (c) share £	
	£ 247693.17

Signature(s) of liquidator(s) (s) Edward House, Ambury Lane

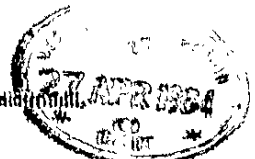
Address(es)

WARRINGTON, CHESHIRE

Dated

NOTES:

- (a) Strike out that which does not apply.
(b) State number of shares in full form of the company.
(c) State nominal value and other details of shares.
(d) To be signed by each liquidator if more than one.



[illegible]

[illegible]

DISSOLVED

898725

R P LIMITED

The Liquidators Account and Return of Final Meeting having been registered, this Company is deemed, pursuant to section 200(4) // 300(4), as applicable, of the Companies Act 1948 to be dissolved on the expiration of 3 months from the registration date shown below.



(D B NOTTAGE)

Registrar

REFM REGISTERED DATE

27/04/74

0258

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