

1072023

No. of Company

Form No. 41

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company H. LUCKETT & CO. Limited*

I, ... BRIAN MAJOR EVANS
of ... 93 West Street, Fareham, HantsDo solemnly and sincerely declare that I am (see note (a) below) ... a Solicitor of the Supreme
Court engaged in the formation
of ... H. LUCKETT & CO.

..... 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 ... Fareham Hants

the ... 5th ... day of ... September

one thousand nine hundred and ... seventy two

before me.

A Commissioner for Oaths (see note (b) below)

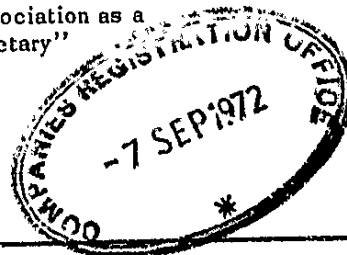
- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

- (b) or Notary Public or Justice of the Peace

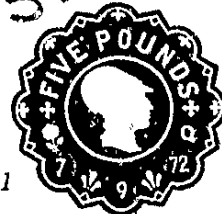
* Delete "Limited" if not applicable.

Presented by: BRITTON, BIRKETT & WALSH,
93 West Street,
FAREHAM, Hants.

Presentor's reference: BME



No. of Company 1072023 *h*



Statement of nominal capital

Made pursuant to Section 112 of the Stamp Act 1891

Name of Company **H. LUCKETT & CO.** Limited

The nominal capital of the above company is £1,000.00.....

Signature *[Handwritten Signature]*

Description **Director**

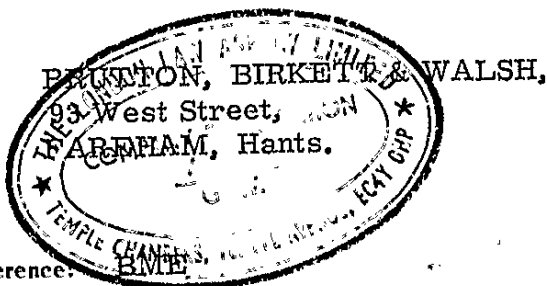
Date **31st August 1972.**

NOTES

The stamp duty on the nominal capital is 50p (10s.) for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed with the Memorandum of Association, or other document, when the company is registered.

Presented by:



Presentor's reference:

Ref: 37192/8

120-00

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

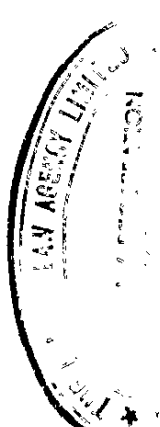
MEMORANDUM OF ASSOCIATION

1072023B of

H. LUCKETT & CO. LIMITED



1. The Name of the Company is "H. LUCKETT & CO. LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-
 - (A) (i) To enter into and carry into effect with such (if any) modifications or alterations as may be agreed upon, an Agreement already prepared and expressed to be made between David Francis Lockett of the one part and this Company of the other part a draft of which has been subscribed with the view to identification by David Francis Lockett and to carry on develop and turn to account the business of haulage contractors carried on by the said David Francis Lockett under the name of H. Lockett & Co. and H. Lush & Co. at Broadcut, Wallington, Fareham, Hants and the assets comprised in the said Agreement.
 - (ii) To carry on all or any of the businesses of haulage and transport contractors, shipping and forwarding agents and general freight agents, cartage contractors, charterers, general carriers and transporters by land, sea and air of passengers, livestock, materials, goods, wares, produce and merchandise of every description, coach and travel agents, garage and petrol filling station proprietors, government contractors, manufacturers, proprietors, storers, repairers, and agents for the sale, purchase, exchange or hire of, and dealers in motor cars, coaches, omnibuses, vans, lorries, wagons, trailers, vehicles, boats, aircraft, vessels and craft of every description, warehousemen, dealers in new and secondhand furniture, packing and removal contractors, depository proprietors, motor engineers, panel beaters and body builders, plant hire contractors, timber merchants, builders' merchants, demolition contractors, sand, gravel and ballast merchants, coal, coke and patent fuel merchants, agricultural contractors, towage contractors, tug, barge and ship owners, lightermen, stevedores, wharfingers, mechanical, electrical and general engineers, blacksmiths and iron foundries, scrap and metal workers and dealers, road house, cafe and restaurant proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists, newsagents and fancy goods dealers, insurance and commission agents, organisers of excursions, tours and the like, ticket agents, general shop and store proprietors, commission and general agents, general merchants and traders.



EAR/SKU

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or Securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or Securities so received.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) 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.
- (K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served

the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (T) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

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

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited. ✓
5. The Share Capital of the Company is £1,000 divided into ✓
One Thousand Shares of £1 each.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Naval Francis Lubet</i> <i>Perman</i> <i>61st Newn Lane</i> <i>Fawcett</i> <i>Harb</i> <i>Transport & Storage contracts</i>	<p>ONE</p>
<p>ONE</p> <i>Anthony Peter Fuller,</i> <i>Fawcett House,</i> <i>Newtown Road,</i> <i>Warash,</i> <i>Southampton.</i>	<p>ONE</p>
<i>Transport Manager</i>	

Dated the 31st day of August , 1972

Witness to the above Signatures:-

[Signature]
93 West Street
Fawcett
Southampton

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

1072023/4

ARTICLES OF ASSOCIATION

OF

H. LUCKETT & CO. LIMITED ✓

PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company. ✓

SHARES.

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

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

DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

7. The first Directors of the Company shall be

DAVID FRANCIS LUCKETT and
ANTHONY PETER FULLER.

8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

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

11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTORS.

12. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

ACCOUNTS.

13. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

14. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

TRANSFER OF SHARES.

15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

SHARE CAPITAL.

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

SECRETARY.

17. The first Secretary of the Company shall be ANTHONY
PETER FULLER. ✓

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Naval Francis Schott
"Newman"

Colonel Newman Close
Farnham
Hants

Transport & Storage Contractors

Anthony Peter Fuller,
Farning House,
Newtown Road,
Worash,
Southampton

Transport Manager

Dated the 31st day of August, 1972

Witness to the above Signatures:-



93 West 87

Farnham

Schott



CERTIFICATE OF INCORPORATION

No. 1072023

I hereby certify that

H. LUCKETT & CO. LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **14th September 1972**

A handwritten signature in ink, appearing to be 'C. J. 173', written over a faint circular stamp.

Assistant Registrar of Companies

No. of Company 1072023

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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

H. LUCKETT & COMPANY

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an ordinary Resolution of the Company dated the
4th day of November 19 80 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 9,000
beyond the registered capital of £ 1,000

The additional capital is divided as follows:—

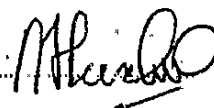
Number of Shares	Class of Share	Nominal amount of each share
9,000	Ordinary	£1

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:—

The shares will rank equally with the existing shares of the Company.

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.

Signature

State whether Director
or Secretary

Director

Dated the 22 day of April 1982

Presented by Bruttons,
288 West Street,
FAREHAM, Hants.

Presentor's Reference MJO

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(see notes overleaf)