

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not
Write in this
binding margin

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

* delete if
inappropriate

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

‡ or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

Company number

1411952

Name of Company

PLASTICWISE

Limited *

I, NICEL LEONARD BLOOD

of 84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

do solemnly and sincerely declare that I am † a person named as Secretary of the Company
in the statement delivered under Section 21 of the Companies Act 1976

of

PLASTICWISE

Limited *

and that all the requirements of the Companies Acts 1948 to 1976
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 Temple Chambers
Temple Avenue
London, EC4Y 0HP

the 10th day of January
One thousand nine hundred and seventy-nine

before me (Signature)
A Commissioner for Oaths & Solicitor

Presenter's name, address and
reference (if any):
The London Law Agency Ltd
Temple Chambers
Temple Avenue
London, EC4Y 0HP

Telephone : 01-353 9471
Telex : 23553

For official use

General Section

Post room

THE LONDON LAW AGENCY LIMITED

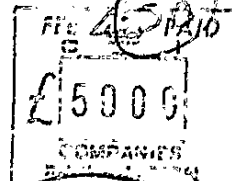
Company Registration Agents, Law Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVE, LONDON, EC4Y 0HP Tel: 01-353 9471 (6 lines)

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1411952

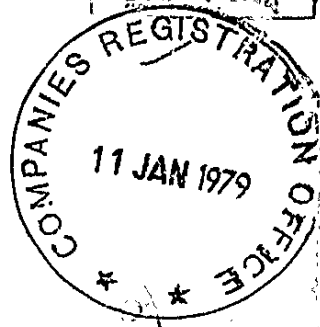
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THE COMPANIES ACTS 1948 to 1976

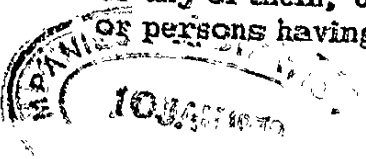
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
PLASTICWISE LIMITED



1. The Name of the Company is **PLASTICWISE 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 manufacturers, designers, producers, merchants, marketers, importers, exporters, distributors, agents for and dealers in plastic mouldings, plastic, polythene, synthetic fibres, polyurethane and all other synthetics, chemicals and substances and plastic products, materials and utensils of all kinds, fabricated from moulded, extruded and vacuum formed plastic and glass fibre materials and for and in packaging and wrapping materials, containers and coverings of every description: to undertake all operations in connection with the processing and application thereof; to carry on the business of manufacturers and designers of and dealers in household, domestic, commercial and industrial products, goods, parts, components and articles of every description; general merchants, agents and traders, electrical, mechanical, motor and general engineers and contractors, builders and decorators, garage proprietors, transport contractors; and to carry out researches, investigations and experimental work of every description in relation to the objects of the Company; to buy, sell, manufacture, and deal in plant, machinery, vehicles, tools, materials and things of all kinds capable of being used in connection with the above-mentioned businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.



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TEMPLE AVENUE,
LONDON EC4Y 0HP

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- (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, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

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LONDON, E.C4Y 0HP

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such 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.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, 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.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

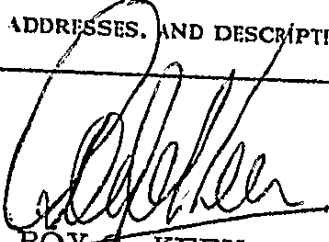

(W) To do all such things as are incidental or conducive to the above objects or any of them.

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 paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to 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 100 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
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One

Dated the 1st day of December, 1978.

Witness to the above Signatures :-


GEORGE A. CORDEROY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

THE COMPANIES ACTS, 1948 to 1976

1411952/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PLASTICWISE 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 Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.
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.

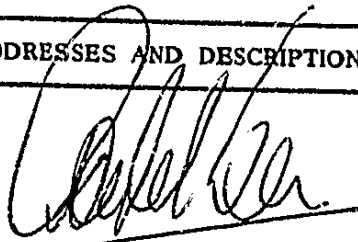
ALTERNATE DIRECTORS.

11. 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.

TRANSFER OF SHARES.

12. 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.



NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

Dated the 1st day of December, 1978.

Witness to the above Signatures :-



GEORGE A. CORDEROY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering*delete if
inappropriate

1411952

Company number

Name of Company

PLASTICWISE

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

84 Temple Chambers.

Temple Avenue,

London, EC4Y 0HP

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark "X" in the box opposite and insert the
agent's name and address below

X

The London Law Agency Limited

84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's
reference (if any)The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553

for official use

General section

Post room

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVE., LONDON, EC4Y 0HP Tel: 01-353 9471 (6 lines)

The name(s) and particulars of the person who is, or the persons who are, to be the first director, or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948.

Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date	- 1 JAN 1979

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	- 1 JAN 1979

Signed by or on behalf of the subscribers of the memorandum*

*as required by section 21(3) of the Companies Act 1976

Signature		[Subscriber]	Date	- 1 JAN 1979
Signature		[Subscriber]	Date	- 1 JAN 1979



CERTIFICATE OF INCORPORATION

No. 1411952

I hereby certify that

PLASTICWISE LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

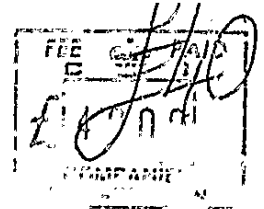
26TH JANUARY 1979

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

No. of Company 1411952



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

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

of

PLASTICWISE LIMITED



Passed on the 26th day of February 1979

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the REGISTERED OFFICE, FISH DOCK ROAD, GRIMSBY, on the 26th day of February 1979, the following SPECIAL RESOLUTION was duly passed:

That the name of the Company be changed to

"W. & J. KNOX FIBRES LIMITED"

JOHN M. T. ROSS
CHAIRMAN



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12857

240 355645



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

1411952

9.



I hereby certify that

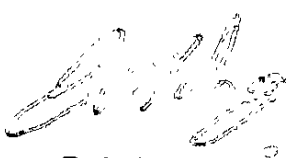
PLASTICWISE LIMITED

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

W. & J. KNOX FIBRES LIMITED

Given under my hand at Cardiff the

1ST JUNE 1979


E. A. WILSON

Assistant Registrar of Companies

No. of Company 1411952 /10.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

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

of

W. & J. KNOX FIBRES LIMITED

Passed on the 26th day of February 1979

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the REGISTERED OFFICE, FISH DOCK ROAD, GRIMSBY, on the 26th day of February 1979, the following ORDINARY RESOLUTION was passed:

THAT the capital of the company be increased from £100 to £50,000 by the creation of 49,900 new Ordinary Shares of £1 each ranking pari passu in all respects with the Ordinary Shares.

John M. T. Ross
JOHN M. T. ROSS
CHAIRMAN



No. of Company 1411952 / 15.

THE COMPANIES ACTS 1948 to 1976

copy stored in 11/2

COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

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

of

W. & J. KNOX FIBRES LIMITED

Passed on the 26th Day of February, 1979

At an EXTRAORDINARY GENERAL MEETING of the
above-named Company, duly convened, and held at the REGISTERED
OFFICE, FISH DOCK ROAD, GRIMSBY on the 26th day of February
1979, the following ORDINARY RESOLUTION was passed:

That the Memorandum of Association of the company be
changed by inserting in line 1 of Clause 3(A) businesses
of the following:

"processors of synthetic yarns and fibres"

John M. T. Ross

JOHN M. T. ROSS
CHAIRMAN



No of Company 1411952

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company W & J KNOX FIBRES Limited*

hereby gives you notice that by ~~ordinary~~/extraordinary/special** resolution of the company dated the 26th February, 1979, the nominal capital of the company has been increased by the addition thereto of a sum of £ 49,900 beyond the registered capital of £ 100.

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
49,900	Ordinary	One Pound

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

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

pari passu with existing shares.

Signed..... R B B... ..

State whether
Director or Secretary..... Secretary

Date..... 3rd July 1979

*Delete "Limited" if not applicable

**Delete as necessary

(see notes overleaf)

Presented by:

Presentor's reference:



Form.No. 10

No. of Company 1411952

117
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

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

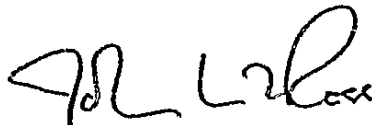
of

W. & J. KNOX FIBRES LIMITED

Passed on the 27th day of January, 1981

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at STONEY HOLM WORKS, KILBIRNIE, AYRESHIRE, on the 27th day of January, 1981, the following ORDINARY RESOLUTION was passed:-

THAT the capital of the company be increased from £50,000 to £250,000 by the creation of 200,000 new Ordinary Shares of £1 each ranking pari passu in all respects with the Ordinary Shares.


JOHN M. T. ROSS
CHAIRMAN

53



1411952 / 18 number of company
form No. 10
no filing fee payable

THE COMPANIES ACTS 1948 to 1976

Notice of
increase in nominal capital
pursuant to section 63 of the Companies Act 1948

name of company

W. & J. KNOX FIBRES

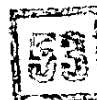
Limited

Jordan & Sons Limited
Legal and Information Services. Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by Cosalt Limited,
Fish Dock Road,
Grimsby, DN31 3NW, South Humberside.

Presenter's Reference

RBH



To the Registrar of Companies

~~W & J. KNOX FIBRES~~ Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 27th day of January 1981, the nominal Capital of the Company has been increased by the addition thereto of the sum of £200,000 beyond the registered Capital of £50,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
200,000	Ordinary	£1.00

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 existing Ordinary Shares

~~of the new Shares are Preference Shares, and are (2)~~
~~[not redeemable.]~~

R. J. Martin

(Signature)

Secretary

(State whether Director or Secretary)

Dated

4/2/

1981

(1) "Ordinary," "Extraordinary" or "Special"

(2) Delete as appropriate