



THE COMPANIES ACTS 1948 TO 1976

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

Company number

14366411

Name of Company

* delete if inappropriate

LUDFARM Limited*

CHARLES GEORGE STEPHEN SMITH
of 15 PEMBROKE ROAD
BRISTOL BS99 7DX

† 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

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged in the formation

of LUDFARM 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 3 RICHMOND HILL
BRISTOL BS8 1AY

the 21 day of May 79
One thousand nine hundred and

before me
A Commissioner for Oaths†

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

For official use
General section

Post room

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



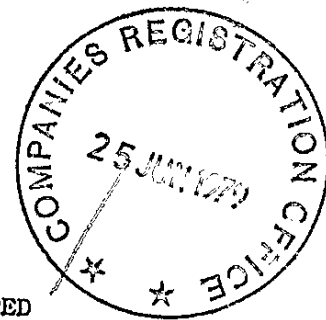
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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

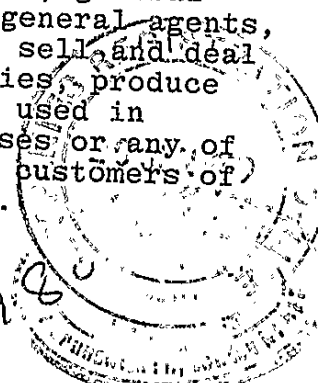
MEMORANDUM OF ASSOCIATION OF

LUDFARM LIMITED



1. The name of the Company is **LUDFARM LIMITED**
1436641/3
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 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, 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 other craft, plant, equipment, implements and machinery 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 ironfounders, scrap and metal workers and dealers, roadhouse, 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, merchants and traders; to manufacture, buy, sell and deal in all plant, machinery, articles, commodities, produce and things required for or capable of being used in connection with the above-mentioned businesses, or any of them or likely to be required by any of the customers of or persons having dealings with the Company.



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(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) 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, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the 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 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 improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) 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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or 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 and generally to provide advantages, facilities and services for 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, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

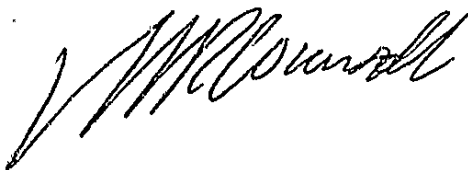

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given

thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a ~~separate~~ company. 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 incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

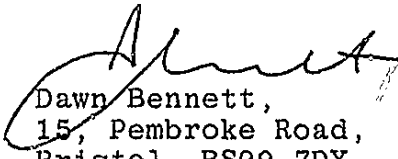
We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
 Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated

21 MAY 1979

Witness to the above signatures:-


Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

1436641/4

ARTICLES OF ASSOCIATION OF

LUDFARM LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

Names, addresses and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

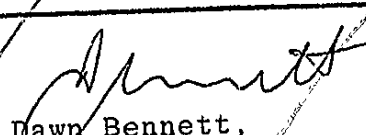


Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

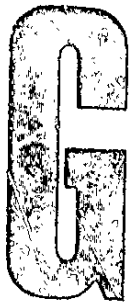
Dated

21 MAY 1979

Witness to the above signatures:-



Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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

1

Please do not
write in this
binding margin



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

Company number

1436641/5

Name of Company

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

JORDAN HOUSE
47 BRUNSWICK PLACE
LONDON
N1 6EE

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

JORDAN & SONS LIMITED
of JORDAN HOUSE as above

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 statement

--

Presenter's
reference (if any):



For official use
General section

Post room



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. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
MICHAEL RICHARD COUNSELL	COMMERCIAL MANAGER
Former name(s) (note 3)	Nationality
Address (note 4) 15, PEMBROKE ROAD	BRITISH
BRISTOL BS99 7DX	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date 12 MAR 1979

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin



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. Please
read the notes
on page 4 before
completing this
part of the form.

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:

Name (notes 2 & 7)	PATRICIA PARRY
Former name(s) (note 3)	
Address (notes 4 & 7)	JORDAN HOUSE 47 BRUNSWICK PLACE
	LONDON N1 6EE
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>P. Parry</i> Date 21 MAY 1979

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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

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

21 MAY 1979

† delete as
appropriate

Signature

J. McNeill

[Agent]† Date



CERTIFICATE OF INCORPORATION

No. 1436641

I hereby certify that

LUDFARM 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 12TH JULY 1979

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

E. A. WILSON

Assistant Registrar of Companies

No. of Company:

1436641



form No. C.A. 51



THE COMPANIES ACTS 1948 TO 1967

(COPY)

SPECIAL resolution (1)

pursuant to section 141 of the Companies Act 1948

of LUDFARM

Passed the 21st day of SEPTEMBER 1979 Limited

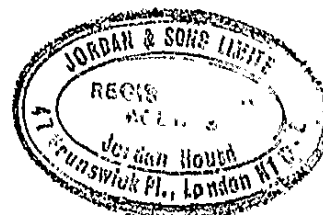
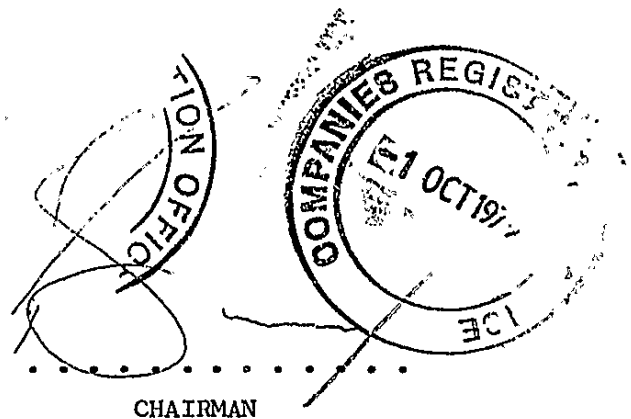
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at PEEL STREET, COVENTRY

on the 21st day of SEPTEMBER 1979

the following (1) SPECIAL RESOLUTION was duly passed:—

(2) That the name of the Company be changed to

PORTACOVER MACHINERY MOVEMENTS LIMITED



Bm240
395529

NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

Jordan & Sons Limited, International Law Agents, Consultants and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1436641

13

I hereby certify that

LUDFARM LIMITED

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

FORTACOVER MACHINERY MOVEMENTS LIMITED

Given under my hand at Cardiff the

17TH OCTOBER 1979

E. A. WILSON

Assistant Registrar of Companies

No. of Company 1436641 / 14

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

PORTACOVER MACHINERY MOVEMENTS
LIMITED

(Incorporated the 12th day of July 1979)

Jordan & Sons Limited
Legal and Information Services
Printers and Publishers
Jordan House
47, Brunswick Place, London N1 6EE
Telephone 012533030 Telex 261010

INDISTINCT ORIGINAL

THE COMPANIES ACTS 1948 to 1976

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

DATED 12/11/79. JE.
P.P. JORDAN & SONS LIMITED

PORTACOVER MACHINERY MOVEMENTS LIMITED

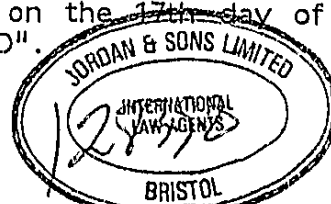
1. *The name of the Company is "PORTACOVER MACHINERY MOVEMENTS LIMITED".

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 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, 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 other craft, plant, equipment, implements and machinery 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 ironfounders, scrap and metal workers and dealers, roadhouse, 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, merchants and traders; to manufacture, buy, sell and deal in all plant, machinery, articles, commodities, produce and things required for or capable of being used in connection with the above-mentioned businesses or any of them or likely to be required by any of the customers of or persons having dealings with the Company.

* The name of the Company was, on the 17th day of October, 1979, changed from "LUDFARM LIMITED".



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INDISTINCT ORIGINAL

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) 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, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the 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 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 improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

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INDISTINCT ORIGINAL

- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) 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 or other securities of the Company.

INDISTINCT ORIGINAL

- (q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or 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 and generally to provide advantages, facilities and services for 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, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them. The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given

INDISTINCT ORIGINAL

thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. 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 incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. ✓

INDISTINCT ORIGINAL

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
--------------------------------------------------	-------------------------------------------

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One

Christopher Charles Hadler,
15, Pembroke Road
Bristol. BS99 7DX
Commercial Manager.

- One

Dated this 21st day of May, 1979.

Witness to the above Signatures:- Dawn Bennett,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

INDISTINCT ORIGINAL

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PORTACOVER MACHINERY MOVEMENTS LIMITED

CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this Company's Articles of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Communities Act 1972.

DATED 12/11/74. *See*
P.P. JORDAN & SONS LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated this 21st day of May, 1979.

Witness to the above Signatures: Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.

2

INDISTINCT ORIGINAL



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

2, 2

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1315

143 6641

Name of company

* PORTA COVER MACHINERY MOVEMENTS LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

28 02

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [to be treated as having come to an end] [will come to an end]† on

Day Month Year

28 02 1987

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

the accounting reference date of which is

Signed

[Director] [Secretary]† Date 19-11-86

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

HILL BLYTHE & CO.
CHARTERED ACCOUNTANTS
COMISTON HOUSE
171 EARLSDON AVENUE NORTH
COVENTRY CV5 6QU

For official Use
General Section

Post room



J51

(COPY)

(1) ORDINARY

resolution

Company Number

1436641

41

of PORTACOVER MACHINERY MOVEMENTS LIMITED

Passed the TWENTIETH day of FEBRUARY Limited 1987

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at MARSTON HALL ROAD DEPOT, MARSTON JABBETT, NUNEATON

on the TWENTIETH day of FEBRUARY 1987

the following (1) ORDINARY RESOLUTION was duly passed:—
(2)

That the sum of £2,000, being part of the amount standing to the credit of Profit and Loss Account, be capitalised by the appropriation of the same to the persons registered as at the close of business on 20th February 1987 as the holders of the Ordinary Shares of the Company in proportion to the number of shares held by them respectively on the footing that the same shall not be paid in cash but be applied in payment in full at par of 2,000 of the unissued Ordinary Shares of £1. each in the capital of the Company and that such 2,000 Ordinary Shares be distributed, credited as fully paid, amongst such persons in the proportion aforesaid.

..... *[Signature]*
Director



PRINTED AND SUPPLIED BY

Jordan & Sons

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1 1EC
TELEPHONE 01 253 3000
TELEX 261010



NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.

J51

(COPY)

(1) ORDINARY **resolution**

Company Number

1436641	38
---------	----

ofPORTACOVER MACHINERY MOVEMENTS LIMITED.....

..... Limited
Passed the TWENTIETH day of FEBRUARY 19.87...

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at MARSTON HALL ROAD DEPOT, MARSTON JABBETT, NUNEATON.....

..... on the TWENTIETH day of FEBRUARY 19.87...

the following (1) ORDINARY RESOLUTION was duly passed:—

(2)

THAT THE CAPITAL OF THE COMPANY BE INCREASED TO £50,000 BY THE CREATION OF 49,900 ORDINARY SHARES OF £1. EACH TO RANK PARI PASSU WITH THE EXISTING SHARES OF THE COMPANY IN ALL RESPECTS WHICH SHALL BE ISSUED ON SUCH TERMS AS THE MEMBERS SHALL DETERMINE.

..... *[Signature]*
Director



Jordan & Sons
JORDAN & SONS LIMITED
10, ABINGDON ROAD
OXFORD OX1 1JH
TELEPHONE 01865 203300
TELEX 330200



NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be
- (2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

* Insert full name
of company

† the copy must be
printed or in some
other form approved
by the registrar

To the Registrar of Companies

For official use

Company number

[1319]

1436641

Name of company

* PORTACOVER MACHINERY MOVEMENTS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 20 FEBRUARY, 1987 the nominal capital of the company has been
increased by £ 49,900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.†

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 follow:

To rank pari passu with the existing Ordinary Shares.

Please tick here if
continued overleaf



* delete as
appropriate

Signed

Ch. F. Hill

[Director][Secretary]† Date 15-3-87

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
HIDAN HOUSE
HUNSWICK PLACE
INDON N 15EE
TELEPHONE 01 253 3030
TELEX 2610 D



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

HILL BLYTHE & CO.
CHARTERED ACCOUNTANTS
COLISTON HOUSE
171 EARLSDON AVENUE NORTH
COVENTRY CV5 6QU

For official Use
General Section

Post room

