

41

## 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 companyPursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering

Company number

1476203

Name of Company

OBEL PACKAGING

Limited\*

I, DONALD MARPER

of "Sherwood Lodge",  
Westhorpe,

Nr. Stowmarket, Suffolk.

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

of OBEL PACKAGING

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 BURY ST. EDMUNDS.

the 7<sup>th</sup> day of January

One thousand nine hundred and eighty

before me D. J. Barnes

A Commissioner for Oaths; Solicitor of the Supreme Court

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

For official use

General section

Post room



† 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

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

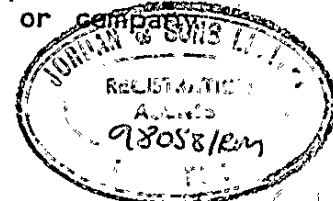
1476203/3

MEMORANDUM OF ASSOCIATION OF

OBEL PACKAGING LIMITED



1. The name of the Company is "OBEL PACKAGING LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To carry on the trade or business of packers wholesale warehousemen removers storers and carriers of personal property of every description.
  - (2) To issue warrants to persons warehousing goods with the Company and to lend money on the security of such goods.
  - (3) To purchase or otherwise acquire houses offices workshops buildings and premises and any fixed and moveable machinery tools engines boilers plant implements patterns stock-in-trade patents and patent rights convenient to be used in or about the trade or business of engineers founders smiths or machinists.
  - (4) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
  - (5) To purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
  - (6) To develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying-out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting-up, and improving buildings, and by planting, paving, drainage, farming, cultivating, letting on building lease or by building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
  - (7) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company.



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

(8) To make payments to any university, university college, technical college or similar institution for the purposes of technical education specially requisite for persons employed in the business or in any of the businesses carried on by the Company.

(9) To sell, improve, manage, work, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.

(10) To make or otherwise acquire and hold shares in any other company, having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(11) To borrow or raise, or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to purchase, redeem, or pay off any such securities.

(12) To guarantee the due performance or discharge of the obligations or liabilities of any person, firm or company and whether a director of or otherwise interested in this Company or not.

(13) To receive money on deposit and to lend money or supply goods on credit to such persons, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company.

(14) To invest and deal with the moneys of the Company not immediately required, in such manner as may from time to time be determined.

(15) To draw, make, accept, endorse, discount, negotiate, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(16) To pay the costs, charges and expenses preliminary and incidental to the formation, registration and issue of the capital of the Company.

(17) 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.

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

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

None of the foregoing sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 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
--	---

*John F.H. Oates.* ONE SH.  
HIGHLANDS, BRESSINGHAM, DISS, NORFOLK. IP22 2HT.  
WAREHOUSEMAN.

*Philip Wade*  
RIVERWOOD, GISLINGHAM ROAD, FINNINGHAM,  
STOWMARKET, SUFFOLK. IP14 4JA. ONE SH.  
WAREHOUSEMAN

Dated 7<sup>th</sup> January 1980

Witness to the above Signatures:-

*Asst. Secy*

*Sherwood Lodge  
West Lodge  
11, Stowmarket  
Suffolk  
Chartered Secretary.*

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1476203/4

OBEL PACKAGING 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 called "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, 60, 75, 89, 90, 91 and 92 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 by these Articles, the following shall be the regulations of the Company.

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

3. 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.

4. 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, on such terms, and in such manner as they think fit.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to Members in regard to their right to appoint proxies.

DIRECTORS

6. There shall be at least one Director and, unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not more than five.

7. 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 and no objection shall be taken to any such contract or arrangement on the grounds of any profit resulting therefrom to any Director or Promoter of the Company or of the Board approving the same on behalf of the Company not being an independent Board.

8. The Chairman of the Directors shall not in the event of an equality of votes at a meeting of Directors have a second or casting vote and Clause 93 in Part I of Table A shall be modified accordingly.

#### EXECUTIVE DIRECTORS

9. (A) The Company may have up to four Executive Directors. The Executive Directors shall not be directors of the Company within the meaning of the Companies Acts. The Directors of the Company shall not be eligible to be Executive Directors.

(B) The Board of Directors may appoint and remove Executive Directors. The rights responsibilities and obligations of Executive Directors subject as provided in Articles 9A 9B and 9C shall be determined by the Board of Directors.

(C) Executive Directors shall not be entitled to notice of meetings of the Board of Directors or to attend the same except at the request of the Board of Directors and if so requested they shall not be entitled to vote at such meetings. Executive Directors shall not be entitled to see the Company's accounts.

#### GENERAL

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. Subject to the provisions of Clause 2(b) in Part II of Table A, shares may be transferred to an existing Member of the Company or to the father, mother, husband, wife, son, daughter, remoter issue, brother, sister, nephew or niece of the transferring Member but save as aforesaid the provisions of Clause 3 in Part II of Table A shall apply.

---

Names, addresses and descriptions of Subscribers

---

*John F.H. Oates.*

HIGHWAYS, BRESSINGHAM, DISS, NORFOLK. IP22 2HT.  
WAREHOUSEMAN.

*Philip Wade*

RIVER WOOD, GOSLINGHAM ROAD, FIDWINGHAM,  
STOW MARKET, SUFFOLK, IP14 4JA.  
WAREHOUSEMAN

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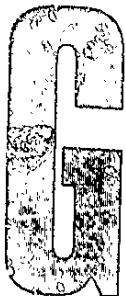
Dated 7<sup>th</sup> January 1980

Witness to the above Signatures:-

*Attested*

*Therion Lodge  
West Lodge  
St. Andrew's  
Suffolk  
Chartered Secretary*





Please do not  
write in this  
binding margin

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

\* delete if  
inappropriate

# THE COMPANIES ACTS 1948 TO 1976

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

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

Form No. 1

1

Company number

1476203/5

Name of Company

OBEI. PACKAGING

Limited\*

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

INDUSTRIAL ESTATE, EAST,  
STANTON,

BURY-ST-EDMUNDS,

SUFFOLK IP 31 2BG.

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 LTD.,

P.O. BOX 260, 15, PEMBROKE ROAD,

BRISTOL BS 99 7DX.

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

1

Presenter's  
reference (if any):

918053/1201

For official use

General section

Postroom

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:

It is a condition of the use of this form that you 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)	OATES	Business occupation
		WAREHOUSEMAN
Former name(s) (note 3)	JOHN FREDERICK HARMAN	Nationality
Address (note 4)	"THE HIGHLANDS", BRESSINGHAM, DISS, NORFOLK.	BRITISH
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
OBEL WAREHOUSING LTD.,		
OBEL DISTRIBUTION LTD.,		
I hereby consent to act as director of the company named on page 1		
Signature	<i>John F.H. Oates</i>	Date <i>7th January 1980</i>

Name (note 2)	OATES	Business occupation
		HOUSEWIFE
Former name(s) (note 3)	BRENDA MARGARET	Nationality
Address (note 4)	"THE HIGHLANDS", BRESSINGHAM, DISS, NORFOLK.	BRITISH
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
OBEL WAREHOUSING LTD.		
OBEL DISTRIBUTION LTD.		
I hereby consent to act as director of the company named on page 1		
Signature	<i>Brenda M Oates</i>	Date <i>7th January 1980</i>

Name (note 2)	WADE	Business occupation
		WAREHOUSEMAN
Former name(s) (note 3)	PHILLIP	Nationality
Address (note 4)	"RIVERWOOD", GISLINGHAM RD, FINNINGHAM, NR. STOWMARKET, SUFFOLK.	BRITISH
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
OBEL WAREHOUSING LTD.		
OBEL DISTRIBUTION LTD.		
I hereby consent to act as director of the company named on page 1		
Signature	<i>Philip Wade</i>	Date <i>7th January 1980</i>

Please do not  
write in this  
binding margin

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

Name (notes 2 & 7)	MARPER
Former name(s) (note 3)	DONALL
Address (notes 4 & 7)	"SHERWOOD LODGE", WESTHORPE, NR. STOWMARKET, SUFFOLK.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>[Signature]</i> Date 7 <sup>th</sup> January 1980.


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\*

† delete as  
appropriate

Signature *R. Mairiot* [Subscriber] [Agent]† Date 7<sup>th</sup> January 1980

Signature  [Subscriber] [Agent]† Date 7<sup>th</sup> January 1980

\* Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1976

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

Continuation sheet No. 1  
to Form No. 1

Company number

11476203/5

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

Name of Company

\* delete if  
inappropriate

OBEL PACKAGING

Limited\*

### Particulars of other directors (continued)

Name (note 2)	WADE	Business occupation
		HOUSEWIFE.
Former name(s) (note 3)	BEVERLEY MARGARET	Nationality
Address (note 4)	'RIVERWOOD', GISLINGHAM RD, FINNINGHAM, NR. STOWMARKET, SUFFOLK.	BRITISH
I hereby consent to act as director of the company named on page 1		Date of birth, (where applicable) (note 6)
Signature	Beverley M. Wade	Date <u>7<sup>th</sup> January 1980</u>

### Particulars of other directorships

OBEL WAREHOUSING LTD.

OBEL DISTRIBUTION LTD.

† delete if  
inappropriate



COPY

## CERTIFICATE OF INCORPORATION

No. 1476203

I hereby certify that

OBEL PACKAGING 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 30TH JANUARY 1980

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies

SPECIAL RESOLUTION OF OBEL PACKAGING LIMITED

COMPANY NUMBER 1476203



At an Extraordinary General Meeting of the above named company duly convened and held at 87 Guildhall Street, Bury St Edmunds, Suffolk on 21 August 1991 the following Special Resolution was duly passed, viz

Resolution

That the name of the company be changed to

VALPIPE INTERNATIONAL LIMITED

A handwritten signature in dark ink, appearing to be "J. Arana", written over a horizontal line.

Signed .....  
Jose Arana  
Director

n/m.



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1476203

I hereby certify that

**OBEL PACKAGING LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**VALPIPE INTERNATIONAL LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 4 NOVEMBER 1991

*P. Davidson*  
P. Davidson (Mrs)

an authorised officer

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER: 1476203

SPECIAL RESOLUTION

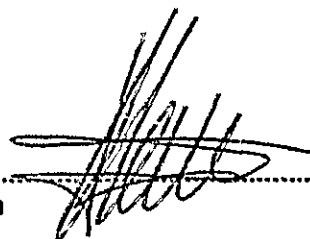
VALPIPE INTERNATIONAL LIMITED

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

10.00 o'clock on the 31st day of December  
1991 the following SPECIAL RESOLUTION(s) was passed:-

That the Objects set forth as Clause 3 in the printed document produced to this Meeting,  
and for the purpose of identification signed by the Chairman hereof, be approved and  
adopted as the Objects of the Company, in substitution for, and to the exclusion of, all the  
existing Objects thereof, and the Memorandum of Association be altered accordingly.

Signed .....  
Chairman



JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6JS

Q06287/KHB



1476203

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

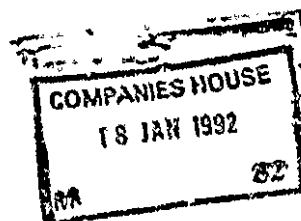
MEMORANDUM OF ASSOCIATION OF

VALPIPE INTERNATIONAL LIMITED

1. The Company's name is "VALPIPE INTERNATIONAL LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. (a) (i) The object of the Company is to carry on business as a general commercial company.

(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-

FORMKG91  
1



JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6JS  
Q06287/KHB.

(b) 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.

(c) 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.

(d) To acquire or 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.

(e) 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.

(f) 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

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner 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.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, 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.

(k) 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.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or 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.

(o) 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.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) 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.

(r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(s) 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.

(t) 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 any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or 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 including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; 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.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

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

(w) 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.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) 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.

(3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

Company Number: 1476203

The Companies Acts 1948 to 1976  
and  
The Companies Acts 1985 to 1989

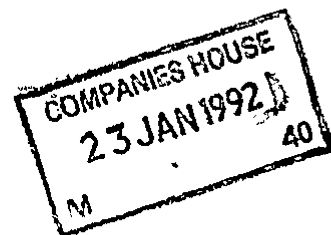
COMPANY LIMITED BY SHARES

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# MEMORANDUM AND ARTICLES OF ASSOCIATION

VALPIPE INTERNATIONAL LIMITED

Incorporated the 30th day of January 1980



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Jordan & Sons Limited  
Company Formation and Information Specialists  
Legal Stationers and Publishers  
Branches throughout the United Kingdom  
Head Office Telephone 0272-230600 Fax 0272-230063

**GERTIFICATION**

**THE COMPANIES ACTS 1985 to 1989**

**WE HEREBY CERTIFY** that this print incorporates all alterations made to this company's Memorandum Association by filed resolutions and is lodged in compliance with the requirements of section 13 of the companies Act 1985.

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**

**VALPIPE INTERNATIONAL LIMITED**

**(As altered by Special Resolution passed on the 31st day of December 1991)**

- 1. \*The Company's name is "VALPIPE INTERNATIONAL LIMITED".**
- 2. The Company's registered office is to be situated in England and Wales.**
- 3. (a) (i) The object of the Company is to carry on business as a general commercial company.**  
**(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-**

**\* The name of the Company was on the 4th day of November 1991, changed from "OBEL PACKAGING LIMITED".**

**FORMKG91**

(b) 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.

(c) 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.

(d) To acquire or 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.

(e) 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.

(f) 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.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner 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

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, 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.

(k) 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.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or 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.

(o) 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.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) 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.

(r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(s) 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.

(t) 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 any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or 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 including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; 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.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

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

(w) 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.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) 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.

(3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

## CERTIFICATION

THE COMPANIES ACTS 1948 to 1976

and

THE COMPANIES ACTS 1985 to 1989

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 section 18 of the Companies Act 1985.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

VALPIPE INTERNATIONAL LIMITED

### PRELIMINARY

1. The regulations contained in Part I of Table in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "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, 60, 75, 89, 90, 91 and 92 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 by these Articles, the following shall be the regulations of the Company.

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

3. 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.

4. 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, on such terms, and in such manner as they think fit.

### GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to Members in regard to their right to appoint proxies.

## DIRECTORS

6. There shall be at least one Director and, unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not more than five.

7. 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 and no objection shall be taken to any such contract or arrangement on the grounds of any profit resulting therefrom to any Director or Promoter of the Company or of the Board approving the same on behalf of the Company not being an independent Board.

8. The Chairman of the Directors shall not in the event of an equality of votes at a meeting of Directors have a second or casting vote and Clause 98 in Part I of Table A shall be modified accordingly.

## EXECUTIVE DIRECTORS

9. (A) The Company may have up to four Executive Directors. The Executive Directors shall not be directors of the Company within the meaning of the Companies Acts. The Directors of the Company shall not be eligible to be Executive Directors.

(B) The Board of Directors may appoint and remove Executive Directors. The rights responsibilities and obligations of Executive Directors subject as provided in Articles 9A 9B and 9C shall be determined by the Board of Directors.

(C) Executive Directors shall not be entitled to notice of meetings of the Board of Directors or to attend the same except at the request of the Board of Directors and if so requested they shall not be entitled to vote at such meetings. Executive Directors shall not be entitled to see the Company's accounts.

## GENERAL

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. Subject to the provisions of Clause 2(b) in Part II of Table A, shares may be transferred to an existing Member of the Company or to the father, mother, husband, wife, son, daughter, remoter issue, brother, sister, nephew or niece of the transferring Member but save as aforesaid the provisions of Clause 3 in Part II of Table A shall apply.