

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

* 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

1480443/1

Name of Company

MAINMEAD

Limited*

Brian Endacott

87/89 Tabernacle Street, London, EC2A 4BA

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

of MAINMEAD 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

the 31 day of JAN 1980

One thousand nine hundred and

before me

~~Commissioner for Oaths~~

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

GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.

Reference:-

For official use
General section

Post room



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

MAINMEAD LIMITED

1. The name of the Company is MAINMEAD 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 part of the business or businesses as engineers in all its branches and as designers and draughtsmen in all its branches acting as specialists, consultants and advisers in all of them with particular emphasis on civil, structural, chemical, petro-chemical, electronic, electrical, architectural, piping, aircraft, mechanical, heating and ventilating, plastics, mining, drilling, solar, offshore and inshore oil, shipbuilding, marine, transport, building, interior, entertainment, automobile, general and industrial projects or otherwise together with program evaluation and review techniques; to offer a special service of standard pre-prepared plans and illustrations including tracing, copying, artwork or otherwise; to embrace the specialisation of research, development, exploitation, expedition, management and co-ordination in all fields of any of the aforesaid or otherwise; as photographers, printers, publishers, advertising agents, employment and insurance agents, technical authors, builders and building contractors, motor vehicle dealers, entertainers, travel agents, property dealers and to offer secretarial and clerical services and any other service of any nature whatsoever, all as the Company sees fit.

(b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

5/14

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.



- (i) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every kind and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.


5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

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
 BRIAN ENDACOTT 87/89 Tabernacle Street London EC2A 4BA Executive	ONE
 RICHARD TAYLOR 87/89 Tabernacle Street London EC2A 4BA Executive	ONE

DATED The 29th day of June 1979

WITNESS to the above signatures :—


ROBERT CONWAY
87/89 Tabernacle Street
London EC2A 4BA

COMPANY LIMITED BY SHARES

Articles of Association

OF

MAINMEN LIMITED

1480443/4

PRELIMINARY

1. The regulations contained in Part 1 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, and 75 in Part 1 of Table A shall not apply to the Company, and in addition to the remaining Clauses in Part 1 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, 4, and 5 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital 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.

Shares of the Company shall not be disposed of or transferred except in the following cases:

- (a) Any share may be transferred by a Member to any other Member or
- (b) Any share may be transferred by a Member to the spouse or child or children or issue of such Member
- (c) Any share in the name of a deceased Member may be transferred to
 - (i) the widow or widower of such deceased Member
 - (ii) any child or children or issue of such deceased Member
 - (iii) the Executors or Trustees of the Estate of the deceased Member to hold in their names

(d) In all other cases except those comprised in Clause (a) (b) and (c) above a Member wishing to dispose of his or her shares or any of them (hereinafter called "the transferor") shall offer for sale such share or shares to the other Members in accordance with the following procedure:

- (i) The transferor shall first give notice in writing of the transferor's wish to the Company which notice shall constitute the Company the transferor's agent for the purpose of the sale
- (ii) No notice of sale given as in (i) above shall be withdrawn
- (iii) The Directors shall offer the share or shares offered as above to the other Members at a fair value certified by the Company's Auditors.
- (iv) If within twenty-eight days of the Directors' offer a purchasing Member or Members is or are found of the whole of the shares the purchase shall be completed within seven days
- (v) Notice of the finding of the purchasing Member or Members is to be given to the transferor and the transferor shall on payment of the fair value transfer the share to the purchasing Member or Members.
- (vi) In the event of the transferor failing to complete the transfer to the purchasing Member or Members the Directors shall authorise themselves or some other person to transfer the share or shares to the purchasing Member or Members and shall receive the purchase money and register the purchasing Member or Members as holder or holders of the share or shares issuing him or her or them a certificate therefor
- (vii) The transferor shall deliver up his own Certificate or Certificates for the share or shares sold and shall then be paid the purchase money but not before.
- (viii) If after the expiry of twenty-eight days from the issuing of the Directors offer no purchasing Member or Members is or are found or if the purchase is not completed through no fault of the transferor the transferor Member subject to the Directors' approval and to Clause 3 of Table A Part II may dispose of such shares as shall remain undisposed of to any person and at any price. Clause 3 of Table A Part II shall not apply to dispositions included in Clauses (a) (b) and (c) above except to ensure that the Membership limit is not exceeded or to prevent the transfer of shares upon which the Company has a lien and in no case whatsoever shall shares be issued or transferred to an infant a bankrupt or a person of unsound mind.

LIEN

4. The lien conferred by Clause 11 in Part 1 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. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Address for the time being of the Company.

6. Clause 54 in Part 1 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

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall *ipso facto* vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

10. Clause 79 in Part 1 of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. Clause 84 (5) in Part 1 of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

12. 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 1 of Table A shall be modified accordingly.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

14. The first Director(s) of the Company shall be:—

BRIAN ENDACOTT

FIRST SECRETARY

15. The first Secretary of the Company shall be:—

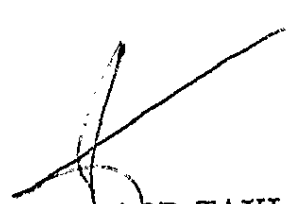
RICHARD TAYLOR

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS



BRIAN ENDACOTT
87 /89 Tabernacle Street
London EC2A 4BA

Executive



RICHARD TAYLOR
87 /89 Tabernacle Street
London EC2A 4BA

Executive

DATED

The 29th day of June 1979

WITNESS to the above signatures:—



ROBERT CONWAY
87 /89 Tabernacle Street
London EC2A 4BA

Printer



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

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number

148044

S

Name of Company

MAINMEAD

Limited*

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

87/89 Tabernacle Street,
London, EC2A 4BA.

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



Gray's Inn Company Formations Ltd.

87/89 Tabernacle Street,
London, EC2A 4BA.

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 name, address and
reference (if any):

GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.

Reference:-

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)	Brian Endacott	Business occupation	Executive
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	87/89 Tabernacle Street, London, EC2A 4BA	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 31 JAN 1980	

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:

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

Name (notes 2 & 7)	Richard Taylor
Former name(s) (note 3)	None
Address (notes 4 & 7)	87/89 Tabernacle Street, London, EC2A 4BA.
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 31 JAN 1980

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

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

Signature	[Subscriber] [Agent]† Date 31 JAN 1980
Signature	[Subscriber] [Agent]† Date

† delete as appropriate



CERTIFICATE OF INCORPORATION

CERT

No.

1480449

I hereby certify that

MAINMEAD 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

20TH FEBRUARY 1980

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

E. A. WILSON
Assistant Registrar of Companies

Number of } 1480449
Company } 9

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

of MAINMEAD.....

..... Limited

Passed the 25th..... day of February..... 19 80.

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

87/89 Tabernacle Street.....

London EC2A 4BA.....

on the 25th..... day of February..... 19 80,

the following SPECIAL RESOLUTION(S) was/were duly passed:—

IT WAS RESOLVED that the Objects Clauses 3(a) & 3(b)
of Page 1 of the Memorandum of Association be deleted
entirely and the attached new Objects Clauses 3(a) & 3(b)
be substituted therefor.



Signature

DIRECTOR.

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Presented by: GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.

Att

- 2 (a) To carry on all or any part of the business or businesses as manufacturers, processors, importers, exporters, wholesalers and retailers of chemicals in all its branches whether they be medicinal, industrial, pharmaceutical or otherwise together with all products and by-products appertaining thereto and whether in the raw or finished state and on starches, petro-chemical, farinaceous and other chemical products or otherwise and all sundries related thereto; as chemical engineers in all its branches and to research, develop, market, distribute, trade in, buy, sell, exchange, improve, alter or otherwise deal with all or any of the above or any other substances or things capable of being used in any such business; as consultants and advisers in all or any of the aforesaid and as electrical and electronic engineers and as producers of resins, emulsions, polishes, detergents, vaccines or otherwise and to buy, sell or deal in any special machinery required for any of the aforementioned businesses and to establish laboratories and to employ laboratory personnel and experts, all as the Company sees fit.
- 3 (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

110
Still Private

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

AFED
18th 3. 80

Memorandum of Association

OF

MAINMEAD LIMITED

(Objects Clauses 3(a) & 3(b) were changed by a
Special Resolution passed on 25th February 1980)

1. The name of the Company is "Mainmead Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

*engineers
chemicals*

- (a) To carry on all or any part of the business or businesses as manufacturers, processors, importers, exporters, wholesalers and retailers of chemicals in all its branches whether they be medicinal, industrial, pharmaceutical or otherwise together with all products and by-products appertaining thereto and whether in the raw or finished state and on starches, petro-chemical, farinaceous and other chemical products or otherwise and all sundries related thereto; as chemical engineers in all its branches and to research, develop, market, distribute, trade in, buy, sell, exchange, improve, alter or otherwise deal with all or any of the above or any other substances or things capable of being used in any such business; as consultants and advisers in all or any of the aforesaid and as electrical and electronic engineers and as producers of resins, emulsions, polishes, detergents, vaccines or otherwise and to buy, sell or deal in any special machinery required for any of the aforementioned businesses and to establish laboratories and to employ laboratory personnel and experts, all as the Company sees fit.
- (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, let, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
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- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe. ✓

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
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RICHARD TAYLOR 87 /89 Tabernacle Street London EC2A 4BA Executive	ONE

DATED The 29th day of June 1979 .

WITNESS to the above signatures :—

ROBERT CONWAY
87 /89 Tabernacle Street
London EC2A 4BA

4 Printer

COMPANY LIMITED BY SHARES

Articles of Association

OF

MAINMEAD LIMITED

PRELIMINARY

1. The regulations contained in Part 1 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, and 75 in Part 1 of Table A shall not apply to the Company, and in addition to the remaining Clauses in Part 1 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, 4, and 5 in Part II of Table A shall apply to the Company. ✓

SHARES

3. The shares in the initial and any increased capital 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.

Shares of the Company shall not be disposed of or transferred except in the following cases:

- (a) Any share may be transferred by a Member to any other Member or
- (b) Any share may be transferred by a Member to the spouse or child or children or issue of such Member
- (c) Any share in the name of a deceased Member may be transferred to
 - (i) the widow or widower of such deceased Member
 - (ii) any child or children or issue of such deceased Member
 - (iii) the Executors or Trustees of the Estate of the deceased Member to hold in their names
- (d) In all other cases except those comprised in Clause (a) (b) and (c) above a Member wishing to dispose of his or her shares or any of them (hereinafter called "the transferor") shall offer for sale such share or shares to the other Members in accordance with the following procedure:

- (i) The transferor shall first give notice in writing of the transferor's wish to the Company which notice shall constitute the Company the transferor's agent for the purpose of the sale
- (ii) No notice of sale given as in (i) above shall be withdrawn
- (iii) The Directors shall offer the share or shares offered as above to the other Members at a fair value certified by the Company's Auditors.
- (iv) If within twenty-eight days of the Directors' offer a purchasing Member or Members is or are found of the whole of the shares the purchase shall be completed within seven days
- (v) Notice of the finding of the purchasing Member or Members is to be given to the transferor and the transferor shall on payment of the fair value transfer the share to the purchasing Member or Members.
- (vi) In the event of the transferor failing to complete the transfer to the purchasing Member or Members the Directors shall authorise themselves or some other person to transfer the share or shares to the purchasing Member or Members and shall receive the purchase money and register the purchasing Member or Members as holder or holders of the share or shares issuing him or her or them a certificate therefor
- (vii) The transferor shall deliver up his own Certificate or Certificates for the share or shares sold and shall then be paid the purchase money but not before.
- (viii) If after the expiry of twenty-eight days from the issuing of the Directors offer no purchasing Member or Members is or are found or if the purchase is not completed through no fault of the transferor the transferor Member subject to the Directors' approval and to Clause 3 of Table A Part II may dispose of such shares as shall remain undisposed of to any person and at any price. Clause 3 of Table A Part II shall not apply to dispositions included in Clauses (a) (b) and (c) above except to ensure that the Membership limit is not exceeded or to prevent the transfer of shares upon which the Company has a lien and in no case whatsoever shall shares be issued or transferred to an infant a bankrupt or a person of unsound mind.

LIEN

4. The lien conferred by Clause 11 in Part 1 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. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part 1 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

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall *ipso facto* vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

10. Clause 79 in Part 1 of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. Clause 84 (5) in Part 1 of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

12. 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 1 of Table A shall be modified accordingly.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

14. The first Director(s) of the Company shall be :—

BRIAN ENDACOTT

FIRST SECRETARY

15. The first Secretary of the Company shall be :—

RICHARD TAYLOR

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

BRIAN ENDACOTT
87/89 Tabernacle Street
London EC2A 4BA

Executive

RICHARD TAYLOR
87/89 Tabernacle Street
London EC2A 4BA

Executive

DATED

The 29th day of June 1979

WITNESS to the above signatures :—

ROBERT CONWAY
87/89 Tabernacle Street
London EC2A 4BA

THE COMPANIES ACTS 1948 TO 1980

A

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

Pursuant to section 3 (1) of the Companies Act 1976

3

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

13

1480449

Name of company

*delete if inappropriate

Mainmead

Limited*

NOTE

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 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:

Day Month

3 0 0 6

†delete as appropriate

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

Day Month Year

3 0 0 6 1 9 8 2

See note 4 (c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

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

The Adamite Compay Limited

, company number 154159

the accounting reference date of which is 30th June 1982.

§delete as appropriate

Signed [Signature] [Director][Secretary]§ Date 13th April 1982

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

C. J. R. Jenkins,
Caxton Hill,
Hertford,
Herts., SG13 7NB

For official use
General section

Post room



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

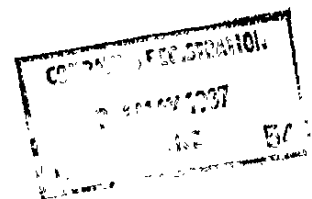
MAINMEAD LIMITED
(Passed 28 April 1987)

At the Annual General Meeting of the above Company duly convened and held at 10 Caxton Hill, Hertford, Herts SG13 7NB on 28 April 1987 the following resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

1. THAT the regulations set forth in the printed document produced to this meeting, and for the purposes of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing articles thereof.


CHAIRMAN




I hereby certify this to be a true copy of the new Articles of Association of the Company adopted by Special Resolution of the Company passed on 28th April 1987.

THE COMPANIES ACT 1985

Private Company Limited by Shares

NEW


Chairman

ARTICLES OF ASSOCIATION

OF

MAINMEAD LIMITED

(Adopted by Special Resolution of the Company passed 28th April 1987).

GENERAL

1. The regulations contained in Table A ("Table A") to the Companies Act, 1985 ("the Act") as prescribed in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, save such of the same as are hereinafter excluded, shall apply to the Company subject to the modifications hereinafter contained.
2. Regulations 24, 73, 74, 75 and 81 of Table A shall not apply to the company.

TRANSFER OF SHARES

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

DISQUALIFICATION OF DIRECTORS

4. The office of Director shall be vacated if the Director:-
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a Director by reason of any order made under section 295 or section 297 of the Act; or

- (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is removed from office pursuant to section 303 of the Act.
5. The Company shall not be subject to the provisions of section 293 of the Act.

ROTATION OF DIRECTORS

6. The Directors shall not retire by rotation and regulations 76, 77, 78, 79 and 80 of Table A shall be modified accordingly.

G

COMPANIES FORM No. 225(1)

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

225(1)

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

--	--	--	--

1480449

Name of company

* MAINMEAD 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

3 0 0 9

† delete as appropriate

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

Day Month Year

3 0 0 9 1 9 8 9

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 _____

_____, company number _____

the accounting reference date of which is _____

Signed

Pro Adjsm

[Director][Secretary]† Date 2nd June 1989

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

Miss C.J. Hedger
Assistant Secretary
The Albro Group plc
Works Road
Letchworth
Herts SG6 1NW

For official Use
General Section

Post room

COMPANIES HOUSE
9 JUN 1989

M

20

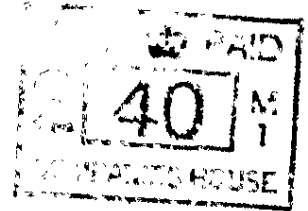
1611 1480449

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF

MAINMEAD LIMITED

PASSED 20TH DECEMBER 1990

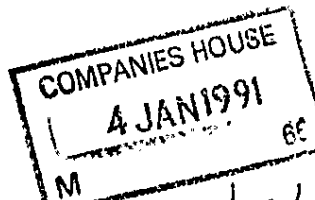
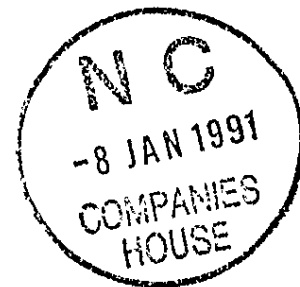


At the Annual General Meeting of the above Company duly convened and held at Works Road, Letchworth, Hertfordshire, SG6 1NW on 20th December 1990 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the company be changed to Autoglym Limited.

.....
D. J. Kahn
Chairman



X3

120/BB/019698

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1480449

I hereby certify that

MAINMEAD LIMITED

having by special resolution changed its name,

is now incorporated under the name of

AUTOGLYM LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 16 JANUARY 1991

P. A. Morgan

P.A.MORGAN (MTC)

an authorised officer

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

of

AUTOGLYM LIMITED
(Passed 25th August 1994)

At an Extraordinary General Meeting of the above Company duly convened and held at Works Road, Letchworth, Hertfordshire, SG6 1NW on 25th August 1994 the following resolutions were passed as Elective Resolutions:-

Elective Resolution

1. THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1994 and subsequent years until this election is revoked.
2. THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of reports and accounts before the Company in General Meeting for the current financial year and all subsequent financial years.



P.C.S. HODGESON
Chairman of the Meeting

