

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company



Pages do Pul vida in Pus margini	Pursuant to section 12(3) of the Companies Act 1	985			
Please complete begibly professity	To the Registrar of Companies	For Afficial use	For official use		
in black type, or bold block lettering	Name of company				
Timent full name of Company	RECENTCOMBAT				
	DAVID STEWART HODGSON, 8	igning on behalf			
	SWIFT INCORPORATIONS LIM	TED			
	2 BACHES STREET				
	LONDON N1 6EE				
t defeté as aspropriate	do solemnly and sincerely declare that I ar company]† [person nan ad as director or since registrar under section 10(2)† and that registration of the above company and of recomplied with. And I make this solemn declaration consciute provisions of the Statutory Declaration	ecretary of the compar all the requirements of natters precedent and i entiously believing the	the above Act in respect of the ncidental to it have been		
	Declared at _FLAT 1, CHATSWORTF, H	OUSE, Dec	clarant to sign below		
	65 LONDON ROAD.				
	TWICKENHAM, MIDDLE	SEX			
	2nd day of FEI	BRUARY	A • • • •		
	One thousand nine hundred and EIGHTY SEVEN				
	A Commissioner for Oaths or Notary Public or the Peace or Solicitor having the powers confe Commissioner for Oaths	Justice of exred on a	-0.		
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COMPANIES FORM No. 10

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



Please do not write in this margin Pursuant to section 10 of the Companies Act 1985

Please complete legibly, preferably	To the Registrar of Companies		For officia	ul use
in black type, or bold block lettering	Name of company			
	Name of company			1
* insect full name of company	RECENTCO	MBAT LIMITED		i 1
	The intended situation of the regist	ered office of the compar	ny on incorporation is	as stated below
	2 BACHES STREE	T		
	LONDON			
			Postcode	N1 6UB
	If the memorandum is delivered by memorandum please mark 'X' in the the agent's name and address bel		·t	
	Jordan & Sons L	mited		<u>,, , , , , , , , , , , , , , , , , , ,</u>
	21 St. Thomas St	reet		
	Bristol			
)	Postcode	BS1 6JS
			•	
	Nu	mber of continuation she	ets attached (see no	ote 1)
	Presentor's name address and reference of any i	For official use General Section	Post room	

DIRECTOR

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 (note 2) are as follows

Please do mai Rive surstales Name au

Please do net

write in this margin

HES LIMITED	Business occupation COMPANY REGISTRATION AGENT	
Antalalah	Nationality UK REGISTERED	
	Date of birth (where applicable) (note 6)	
		continuation shee
iny named on page 1		continuation shad
	STREET Ide N1 6UB	Nationality UK REGISTERED Date of birth (where applicable) (note 6)

SECRETARY

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:

SWIFT INCORPORATIONS LIMITED Name (notes 3 & 7) Previous name(s) (note 3) NONE 2 BACHES STREET Address (notes 4 & 7) LONDON **N16UB** Postcode I consent to act as secretary of the company named on page 1 02-02-87 (Authorised Signatury) Date Signature

Signature of agent on behalf of subscripers Thus 02-02-87

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES





Memorandum of Association

1 The Company's name is

2193257

RECENTCOMBAT LIMITED

- The Company's registered office is to be situated in England and Wales.
- 3. The Company's objects are:-
- (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and brokers insurance representatives. consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers. setters, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and

financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment (* all kinds; and to purchase or over any and take otherwise acquire businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakuigs as may be thought desirable

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

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disciaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (e) To acquire 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.
 - (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
 - (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
 - (h) To lend and advance money or give credit on 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 surelyships 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).
 - (i) 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.
 - (j) 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.
 - (k) 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.
 - (I) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
 - (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, deben-

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iase, or other: nd dispose of ocks deben tures, 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.

- (n) 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.
- (o) To promote any other company for the purpose of acquiring the whole or 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.
- (p) 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.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (r) 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
- 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

- (1) To support and subscribe to any chantable 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 carnes on bustness 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 subsidlary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other lunds or schemes (whether contributory or noncontributory) 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 Section 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 distribute among the Members of the Company in kind any property of the Company of whatever nature
 - (w) To procure the Company to be registered or recognised in any part of the world
 - (x) 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
 - (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

AND so that

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or interence from the name of the Company.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause. and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
- (3) 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 domictled in the United Kingdom or elsewhere.
- (4) 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 Company's share capital is £1000 21 each. 1000 shares of divided into

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective

lames and addresses of Subscribers	Number of shares taker by each Subscriber
For and on behalf of Instant Companies Limited 2 Baches Street	— One
For and on behalf of Swift Incorporations Limited	One
2 Baches Street London N1 6UB	— Two

Dated

~:2-112-87

Witness to the above signatures. Terry Jayne 2 Baches Street London N1 6UB Tanun.

A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

RECENTCOMBAT LIMITED

PRELIMINARY

1 (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

ALLOTMENT OF SHARES

- 2 (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by

Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesald or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with

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which the Conglary is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, levoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3 The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company Clause 8 in Table A shall be modified accordingly
- 4 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

GENERAL MEETINGS AND RESOLUTIONS

5 (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company

- 6 (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the and of the first sentence
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 7. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenseever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:—
 - (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
 - (e) Subject to paragraph (d) above, the Com-

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pany may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(1) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors or of any committee of the Directors of any resolution, notwithstanding that it in language concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
 - (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be hable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company

TRANSFER OF SHARES

14 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and Addresses of Subscribers

- For and on behalf of Instant Companies Limited 2 Baches Street Landon N1 6UB
- 2. For and on behalf of Swift Incorporations Limited 2 Baches Street London N1 6UB

Dated

02-02-87

Witness to the above signatures, Terry Jayne 2 Baches Street London N1 6UB Warnen.

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FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2193257

I hereby certify that

RECENTCOMBAT LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 13 NOVEMBER 1987

A.2 . € PH

7. a. Joseph.

an authorised officer

The Companies Act 1985

Private Company Limited by Shares

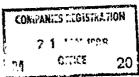
Company Number: 2193257

MEMORANDUM AND ARTICLES OF ASSOCIATION

RECENTCOMBAT LIMITED

Incorporated the 13th day of November 1987

Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
Branches throughout the United Kingdom
Telephone 01-253-3030 Telex 261010



THE COMPANIES ACT 1985

VE HEREBY CERTRY that this print recorporates all alterations made to this company's Memorandum of Association by their recolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1986

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

RECENTCOMBAT LIMITED

- The Company's name is "RECENTCOMBAT LIMITED".
- 2. The Company's registered office is to be situated in England and Wales.
- 3. The Company's objects are:-
- (a) To carry on all or any of the businesses of timber merchants, growers, agents and brokers, dealers in hard and soft woods, building materials and requisites of all kinds, manufacturers, importers, exporters, builders, repairers and erectors of and dealers in prefabricated, sectional and portable buildings and structures of all kinds, and of and in fences, gates, doors, windows, garden and other furniture of every description, sawyers, joiners, carpenters, cabinet makers and packing case makers, wood turners and carvers, metal workers and dealers, painters and sprayers and manufacturers of and dealers in articles of all kinds, builders and contractors, builders' merchants, importers, exporters, manufacturers, merchants and shippers of, agents for and dealers in bricks tiles plaster, cement and concrete and concrete products of all kinds, plant hire specialists, agricultural merchants and contractors, landscape gardeners, haulage and transport contractors, manufacturers, repairers, operators, hirers and letters on hire of and dealers in motor and other vehicles, coach and body builders, proprietors of garages, repairing and other depots and works, motor, mechanical and general engineers and engineering contractors, advertising agents and railway shipping and forwarding agents; and to buy, sell, manufacture and deal in all plant, machinery, tools, implements, apparatus, articles and things capable of being used in the foregoing businesses or any of them, or which may be conveniently dealt with or are necessary in connection with such businesses cr are likely to be required by any of the customers of, or persons having dealings v " the Company.

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- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business s of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire 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 acquis in to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on 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).
- (i) 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.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques bills of exchange, promissory notes, bills of lading, warrantc, debentures, and other negotiable or transferable instruments.

- (k) 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.
- (I) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, 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.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the $\mathsf{Comp}_{\mathcal{E}}$ y 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.
- (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; 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 distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) 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.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clausc shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or 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) None of the sub-clauses of his Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the ex so that any reference in this C include a reference to any stat the time being in force.	Clause to any provision of	the Companies Act 1985, but the Act shall be deemed to actment of that provision for
4. The liability of the Members	is limited.	
5. The Company's share capi	ital is £1,000 divided into 1,	000 shares of £1 each.
We, the subscribers to this Memorandum; opposite our respective names.	and we agree to take th	n to be formed into a Company ne number of shares shown
Names and addresses of Subsc	cribers	Number of shares taken by each Subscriber
 Instant Companies Limited Baches Street, London N1 6UB 		- One
2. Swift Incorporations Limited 2, Baches Street London N1 6UB		- One
Total sha	res taken	- Two
Dated this 2nd day of February,	1987.	
Witness to the above Signatures:	- Torry Jayne, 2 Baches Street, London N1 6UB	

CERTRICATION

THE COMPANIES ACT 1985

WE HERREY CRITTLY that this print monoporates all absentues made to this Company's Articles of association by filed resolutions and is lodged in compliance with the equirements of section 16 or the companies Act 1986

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

RECENTCOMBAT LIMITED

PRELIMINARY

- 1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

ALLOTMENT OF SHARES

- 2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to

the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the

reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors,

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company.
- 6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
 - (c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 7. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
 - (d) No person shall be appointed a Director at any General Meeting unless either:-
 - (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to berrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
 - (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
 - (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
 - (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and addresses of subscribers

- Instant Companies Limited,
 Baches Street,
 London N1 6UB
- Swift Incorporations Limited,
 Baches Street,
 London N1 6UB

Dated this 2nd day of February, 1987.

Witness to the above Signatures:Terry Jayne, 2, Baches Street, London N1 6UB

Company Number 2193257

SPECIAL RESOLUTION OF

RECENTCOMBAT LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held Meeting of the Company duly convened and held.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the new sub-clause attached hereto and for the purposes of identification marked "X":

31st day of December 1987 Dated this

ATORY OF INSTANT COMPANIES LIMITED) (AUTHORISED SIGN

(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

24

COMPANIES REGISTRATION 16 JAN 1988 OFFICE

~]

(a) To carry on all or any of the businesses of timber merchants, growers, agents and brokers, dealers in hard and soft woods, building materials and requisites of all kinds, manufacturers, importers, exporters, builders, repairers and erectors of and dealers in prefabricated, sectional and portable buildings and structures of all kinds, and of and in fences, gates, doors, windows, garden and other furniture of every description, sawyers, joiners, carpenters, cabinet makers and packing case makers, wood turners and carvers, metal workers and dealers, painters and sprayers and manufacturers of and dealers in articles of all kinds, builders and contractors, builders' merchants, importers, exporters, manufacturers, merchants and shippers of, agents for and dealers in bricks, tiles, plaster, cement and concrete and concrete products of all kinds, plant hire specialists, agricultural merchants and contractors, landscape gardeners, haulage and transport contractors, manufacturers, repairers, operators, hirers and letters on hire of and dealers in motor and other vehicles, coach and body builders, proprietors of garages, repairing and other depots and works, motor, mechanical and general engineers and engineering contractors, advertising agents and railway shipping and forwarding agents; and to buy, sell, manufacture and deal in all plant, machinery, tools, implements, apparatus, articles and things capable of being used in the foregoing businesses or any of them, or which may be conveniently dealt with or are necessary in connection with such businesses or are likely to be required by any of the customers of, or persons having dealings with the Company.



COMPANIES FORM No. 224

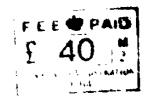
Notice of accounting reference date (to be delivered within 6 months of incorporation)



Please do not write in this margin

Pursuant to section 224 of the Companies Act 1985

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Please complete legibly, preferable in black type, or bold block letteri	y	For official use	Company number 2193257
" insert full name of company	* RECENTCOMBAT LIMITED		
	gives notice that the date on which coming to an end in each successiv	the company's accounting reference pose year is as shown below:	eriod is to be treated as
Important The accounting reference date to be entered along-side should be completed as in the following examples 5 April Day Month 0:5;04 30 June Day Month	Day Month s: 3 0 0 6		
31 December Day Month			
1 Elektro as Oppremiate	Signea E. Juckley	[Director][Secretary]† Dat	e. 2819 Januay, 988
Entorphe Ent	Presentor's name address and	For official Use General Section Post room	



NUMBER OF COMPANY: 2193257

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

RECENTCOMBAT LIMITED

Passed	this	für	it	day	of	 Z
						J

That the name of the Company be changed to

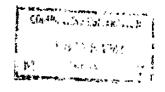
WOODLAND BARK (ANGLIA) LIMITED

Now

001161

£40 Nu





FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2193257

I hereby certify that

RECENTCOMBAT LIMITED

having by special resolution changed its name, is now incorporated under the name of

WOODLAND BARK (ANGLIA) LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 7 MARCH 1988

an authorised officer

100

Company Number 2193257

SPECIAL RESOLUTION OF

RECENTCOMBAT LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the new sub-clause attached hereto and for the purposes of identification marked "X":

Dated this 3/st day of December 1987

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

THORISED SIGNALORY OF SWIFT INCORPORATIONS LIMITED)

(a) To carry on , or any-of the businesses of timber merchants, growers, agents and brokers, dealers in hard and wit woods, building materials and requisites of all kinds, manufacturers, importers, exporters, builders, repairers and erectors of an dealers in prefabricated, sectional and portable buildings and structures of ell kinds, and of and in fences, gates, doors, windows, garden and other furniture of every description, sawyers, joiners, carpenters, cabinet makers and packing case makers, wood turners and carvers, metal workers and dealers, painters and sprayers and manufacturers of and dealers in articles of all kinds, builders and contractors, builders' merchants, importers, exporters, manufactururs, merchants and shippers of, agents for and dealers in bricks, tiles, plaster, cement and concrete and concrete products of all kinds, plant hira agricultural merchants and contractors, landscape haulage and transport contractors, manufacturers, specialists, repairers, operators, hirers and letters on hire of and dealers in motor and other vehicles, coach and body builders, proprietors of garages, repairing and other depots and works, motor, mechanical and general engineers and engineering contractors, advertising agents and railway shipping and forwarding agents; and to buy, seil, manufacture and deal in all plant, machinery, tools, implements, apparatus, articles and things capable of being used in the foregoing businesses or any of them, or which may be conveniently dealt with or are necessary in connection with such businesses or are likely to be required by any of the customers of, or persons having dealings with the Company.

Declaration

"This is a true copy of the Memorandum and Articles of Association as altered by Special Resolutions passed on 31 December 1987 and 1 January

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THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

1. The Company's name is

RECENTCOMBAT LIMITED

amended to

WOODLAND BARK (ANGLIA) LIMITED

in accordance with a special resolution dated 1 January 1988

- The Company's registered office is to be situated in England and Wales.
- 3. The Company's objects are:-
- (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and brokers insurance representatives. consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and

financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators likers and letters on hire of, and dealers in restor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or uncertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

AND so that:-

- (1) None of me objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such abject, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects sut 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) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
- (3) The word "Company" in this Clause. except where used in reference to the Company, strail be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domicilled in the United Kingdom or elsewhere.
- (4) 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 Company's share capital is £1000 each. shares of 21 dividea into 1000

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
1. Instant Companies Limited 2 Baches Street Lo don N1 6UB	One
2. Swift Incorporations Limited 2 Baches Street London N1 6UB	— One
Total unares taken	— Two
Dated 02-02-87	

Witness to the above signatures, Terry Jayne

2 Baches Street London N1 6UB

Dated

A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

RECENTCOMBAT LIMITED

PRELIMINARY

- 1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

ALLOTMENT OF SHARES

- 2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dit has of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by
- Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.
 - (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
 - (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to aflot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with

which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company

- (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting snall be dissolved.
- (c) Clause 41 in Table A shall not eaply to the Company.

APPOINTMENT OF DIRECTORS

- 7. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:—
 - (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
 - (e) Subject to paragraph (d) above, the Com-

pany may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 90 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is renentioned in Clause 65 in Table A, may act as an iternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury

of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly

GRATUITIES AND PENSIONS

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and Addresses of Subscribers

- Instant Companies Limited
 Baches Street
 London N1 6UB
- 2. Swift Incorporations Limited 2 Baches Street London N1 6UB

Dated

02-02-87

Witness to the above signatures, Terry Jayne 2 Baches Street London N1 6JB

special résolution(s)



MANNEY OF ACITICALITY	name	of	company
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Company		
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At an Extra	Firth	Road,	Lincoln,			named company	, duly o	ənv e ni	ed end
					day of	October	*****	. 19	89

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

THAT the regulations contained in the printed document for the purposes of identification marked "X" be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for all the existing Articles of Association.

(1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.

(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Colindan.

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSCCIATION
OF

WOODLAND BARK (ANGLIA) LIMITED (adopted by Special Resolution passed on 6th October 1989)

PRELIMINARY

- The following Regulations and (subject as hereinafter l. (A) provided) the Regulations contained in Table A to the Companies (Tables A to F) Regulations 1985 made pursuant to Sections 3 and 8 of the Companies Act 1985 (hereinafter "Table called A") shall constitute the Articles Association of the Company but in the case of any inconsistency between the provisions of Table A and those hereinafter contained ("these Articles") the latter shall so far as consistent with relevant legislation prevail.
 - (B) In these Articles "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force
- 2. Regulations 3, 23, 40, 73 to 78 (inclusive), 80, 87 and 118 of Table A shall not apply to the Company.

SHARES

3. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such



restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any smell determination, as the Directors may determine).

- 4. Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or the holder of such share is liable, to be redeemed.
- 5. Subject to the provisions of the Act, the Company may purchase any of its own shares.
- 6. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to Articles 4 or 5 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
- 7. (A) Subject to the provisions of the Statutes (and of any resolution of the Company in general meeting passed pursuant thereto) and of these presents, all unissued shares shall be at the disposal of Directors and they may allot with or without conferring a right of renunciation, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.
 - are generally and unconditionally (B) Directors authorised to allot relevant securities (which expression shall in these presents be construed in accordance with Section 80 of the Act) up to a maximum nominal amount of This authority shall expire five years from the date of adoption of these Articles, but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement; and

securities (which expression shall in these presents be construed in accordance with Section 94 of the Act) pursuant to the Authority conferred by the preceding paragraph as if section 89(1) of the Act did not apply to such ellotment. This power shall cease to have effect at the time specified in Section 95(3) of the Act. The Company may make any offer or agreement which would or might require equity securities to be allotted after this power has expired and the Directors may allot equity securities in pursuance of any such offer or agreement.

LIEN

8. The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under any liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

9. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

10. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulation 53 of Table A.

11. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

12. In the case of a corporation a director or the meantacty thereof shall be deemed to be a duly authorised representative for the purposes of Regulation 54 of Table A.

DIRECTORS

13. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

14. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and Regulation 100 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 15. Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution so long as any company (hereinafter called "the Parent Company") or its subsidiary companies or nominees shall hold not less than three-fourths of the shares of the Company for the time being issued it shall have the right of nominating the Directors of the Company and shall be entitled from time to time to remove any such nominee or any other Director from the Board and fill any vacancy therein which may arise from any cause and the Directors in office at the date of adoption of this Article shall for the purpose hereof be deemed to have been nominated by the Parent Company. The Parent Company shall also be entitled during the period aforesaid to fix the remuneration of the Directors and the first sentence of Regulation 82 of Table A shall accordingly not apply during the said period. Any Directors who shall from time to time have been or deemed to have been nominated by the Parent Company shall subject to Regulation 81 of Table A and Article 23 hereof hold office until removed by the Parent Company under the powers herein contained and Articles 17, 18, 22, 23 and 25 hereof shall take effect accordingly subject to the provisions of this Article.
- 16. Paragraph (a) of Regulation 81 of Table A shall be excluded

- 17. In Regulation 79 of Table A the words "and shall not be taken into account in determining the Directors who are to retire by rotation at the Meeting" shall be omitted.
- 18. At any time and from time to time the Company may (without prejudice to the powers of the Directors under Regulation 79 of Table A) by Ordinary Resolution appoint any person a director (but so that the maximum number of Directors is not exceeded) and determine the period for which such person is to hold office.

DIRECTORS GRATUITIES AND PENSIONS

19. The Directors may pay and agree to pay pensions and other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

PROCEEDINGS OF DIRECTORS

- 20. Any Director or member of a committee of the board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 21. The following sentence shall be added to Regulation 72 of Table A:

"any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company".

MANAGING AND EXECUTIVE DIRECTORS

22. (A) The Directors may from time to time appoint one or more of their body to be managing Director or joint managing

Directors of the Company or to hold such other executive office in relation to the management of the business of the Company as they may decide either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office and may, from time to time (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract), remove or dismiss him or them from such office and appoint another or others in his or their place of places.

- (B) A Managing Director or such executive Director shall (without prejudice to any claim for damages any such managing Director or executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company, and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately (but without prejudice as aforesaid) cease to be a managing Director or such executive Director.
- (C) The salary or remuneration of any managing Director or such executive of the Company shall, subject as provided in any contract, be such as the Directors may from time to time determine, and may either be a fixed sum of money, or may altogether or in part be governed by the business done or profits made, or may include the making of provisions for the payment to him, his widow or other dependants, of a pension on retirement from the office or employment to which he is appointed and for the participation in pension and life assurance benefits, or upon such other terms as the Directors may determine.
- (D) The Directors may from time to time entrust to and confer upon a managing Director or such executive Director for the time being such of the powers exerciseable under these Articles by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and such restrictions as they may think expedient; and they may confer such powers either

collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers.

ALTERNATE DIRECTORS

Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall mot himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so apppointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate the office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Article shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration payable of an alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

INDEMNITY

24. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any

application under section V37 of the last in which solicit is granted to him by the court, and so Director or other officer shall be liable for any loss, as age or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this little article shall only have effect insofar as its provided by section 310 of the Act.

The re-rustions of Table 4 to the Companies Act **1885 ages, in the Companies also was for as t** 16 Articies of Association

Table A as presembed by the Companies (bisies & to FVR equisions 1915(S.L. 1995 No. 395), amended by the Gempan-nes (Tables A to F) (Amendment) Regulations 1965(S.L. 1936 No. 1953), is septimed below.

Table A THE COMPANIES ACT 1885

Regulations for Management of a Company Limited by Shares

INTERPRETATION

In these regulations ~
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The negletic of members as the helder of the shares the seat means the common seat of the company searching means the common seat of the company if any other person appointed to perform the dualities of the series of the company, including a tent additional to depict we require the United Kingdom's means Great Britain and Neithern Ireland This are required to the seat of the same means of as in the Act but exc. In grany statutory modification thereof not in ferce when these regulations between the british of the same means of the seat of the same means of the same means of the seat of the same means of th

SHARE CAPITAL

Subject to the provisions of the Act and without prejudice to any highs attached to any availing shares any share may be issued with such rights or restrictions as the company may by crisinary resolution determine.

Subject to the crovisions of the Act shares may be issued which are to be recemend or wre to be hable to be redesmid at the option of the company or the noder on such terms and in such manner as may be provided by the articles.

The company may system soon of the Act any such commission may be satisfied by the payment or cash or by the alticles and partity ped shares or parity in the owner.

Except as required by law no person shall be recognised by the company as moding any since upon any frust and teroept as otherwise provided by the articles or by law the company shall not be bound by or recognise any interestin any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

SHARE CERTIFICATES

5. Every member upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him and upon transfering a part of his holding of shares of any class to a certificate for the balancy of summanding or several certificates each for one or more of his shares pon payment-fixed every certificate shall be sealed with the seal and shall specify the number carbinate shall be sealed with the seal and shall specify the number class and distinguish pumbers (if any) of the shares shall be shall be shall be sealed with the seal and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held durity by several persons and devery of a certificate to one joint holder shall be a sufficient delivery to as of them.

If a share certificate is defaced, worm-out not or distroyed, timay be renewed on south terms if any last to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and in the case of defacement or whating just? I textery up of the old certificate.

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3 "recompany shalf have a hist and paramount lien on every share inchibeing a line ball shareh for all monays whether presently payable or not playable at a issertime or called in respect of that share. The directors may at any time declare my sharehole wholly or in partie vernot from the provisions of this regulation. The company share no a share shalf extend to any amount payable in respect of it.

3 The company may sall in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and 3 not paid within fourteen char days after notice has been awar to the holder of the share or to the prison entitled to kin consequence of the share to the person entitled to kin consequence of the share or not be person entitled to kin consequence of the share or not be person entitled to kin consequence of the share or not be appropriately that if the notice is not compiled with the shares may be sold.

3 To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to or in accordance with the sharetions of the outchaser. The title of the transferce to the shares shall not be affected by any in energy or invalidity of the proceedings in reference to the sale.

sale are proceeds of the sale after payment of the costs, shall be applied in Dayment of surround if the sum for which the ten wrists as is presently payable and any residue shall cupon surrender to the company for cancerstain or of the certificate for the shares shift A 15.00 at 10 a like her for any moneys not presently payable as extra 15.00 to 10 a like her for any moneys not presently payable as extra 15.00 to 10 a like her for any moneys not presently payable as extra 15.00 the shares before the sale to paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

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the issue of shares for a difference between the holders in the amounts entitioned of payment of sales on their shares.

18. It a earl remains unpaid after it has become due and payable the directions may give to the person from whom it is due not less than bourteen cost relays make including payment of the amount unpaid legister with any interest which may have address. The notice shall name the plade where payment to be misse and shall state that if the notice is not complied with the shares in essect of which it is call was made with be hable to be befetched in the payment is the call was made with the hable to be befetched in the payment is not complied with any share or respect of which it was given may, before the payment required by, he related has been made, be technically a resolution of the directions and the fortishurs shall include all dividentis as which is related to the payment in the directions and the fortishurs shall include all dividentishs of which it is directions and the fortishurs shall include all dividentishs of which it is directions.

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21 A person any of whose shares have been forfetted shall cease to be a member in respect of them and shall ourrender to the company for cancellation the certificate for the shares forfetter were presently payable by him to the company him respect of those shares with interest at the raile at which interest has began appropriate rate tas defined in the Act from the date of forfettine with a first of the date of share trate tas defined in the Act from the date of farefrence with payment without any allowance for the value of the shares at the time efforts payment without any allowance for the value of the secretary that a share has been or for any consideration by a director or the secretary that a share has been

22. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons oluming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transk if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the approximent of the consideration, if any nor shall his little to the share be affected by any riregulanty an or invalidity of the proceedings in reference to the forfeiture or disposal of the share

TRANSFER OF SHARES
23 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid by or on behalf of the

transferes
24. The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to redister the transfer of a share on which the company has a tien. They may also refuse to register a transfer unless:—

(a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer. is call to the transfer of to make the transfer.

(b) it is in respect of only one class of shares, and

(c) it is in favour of not more than four transferees.

(c) it is in layour of not more than four transferees.

If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was todged with the Company send to the transferse notice of the refusal.

The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty Jays in any year) as the directors may determine.

If No fee shall be charged for the upstration of any instrument of transfer of other document relating to or affecting the title to any share.

So The company shall be entitled to retain any in instrument of transfer which is registered, but any instrument of transfer which is directors refuse to register shall be returned to the person lodging it when not be of the refusal is given

TRANSMISSION OF SHARFS

29 If a member dies the survivor or sir hydrs where he was a pent holder, and his personal representatives where? ... was a sofe holder or the entry survivor of joint holders shall be the entry per tens recognised by the company as traving any title to his interest. but nothing herein contained shall release the estate of a deceased member from any kabitity in respect of any share which had been

It were transcript and the countries to the ending and a the dealer to the countries and the countries

ALTERIATION OF SHAPE CAPITAL

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e is public adulation is anything. The public adulation is anything. CHARLE PAR

The consequence of the processing of the proceeds of sale in the persons of the persons of the processing of the process

PURCHASE OF OWN SHARES

36. Subject to the provisions of the Act the company may purchase its own shares including any redeemable sharest and if it is a private company, make a payment in respect of the redemblor or purchase of its own shares afterwise than out of distributable profits of the company or the proceeds of a

GENERAL MEETINGS

SILINGTIME FINES FINES
36 Au general meetings other man annual general meetings shall be called extraordinary general meetings.
37 The directors may call general meetings and on the requisition of memors pursuant to the provisions of the Act shall forthwith proceed to unnerne an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition of these are not within the United Kingdom but on or present an exercise to call a general meeting, any director or any member of the impany may call a general meeting.

NOTICE OF GENERAL MEETINGS

38. An annual general meeting and an extraordinary general meeting called for the passing of a social resolution or a resolution appointing a person as a grector shall be called by an east whenty-the clear days notice. All other extraordinary spenser meetings shall be called by a treast fourteen clear days rocked but a general meeting may the called by shorter notice if it is so

agreed — a. n the case of an annual general meeting, by all the members entitled to

attend and lote thereat and the meaning by a majority in number of the members having a logit or attend and vote being a majority together holding not ess than circley-live per cent in nominal value of the shares giving that

not less than interprive per certi. It incomme to be considered in the meeting and the general nature of the incomess to be transacted and in the case of an annual general nature of the provisions of the articles and to any restrictions imposed on any hards. The provisions of the articles and to any restrictions imposed on any hards. The nature is particles to all the members to all persons entitled to a mark in consequence of the peath or bankruptcy of a member and to the trainer and auditors.

The accidental consistent to give notice of a meeting to or the non-receipt thinks of a meeting by any person entitled to receive notice shall not wardate the proceedings all has meeting.

* mide 31 a meeting by any person entitled to receive notice shall not available the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

46. No business shall be transacted at any meeting unless a quorum is resent. The persons entitled to vote upon the business to be transacted, each open an ember of a proxy for a member at a duty authorised representative of a contraction shall be a dutirum.

41. Isour a quorum is not present within thaif an hour from the time appointed for the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such time and place to the directors may determine.

27. The chairman fany of the board of directors or in his absence some other stream or mominated by the directors shall preside as chairman of the meeting, but it he there the chairman and or such other director if any) be present within fitteen in notes after the time abusined for holding the meeting and willing to at the directors present shall even to be chairman and, if the directors present shall even to be director is present within there is any one director present in 3 wing to act as chairman and, if the director is shall be chairman at 3 the directors shall be obtained to the shall be chairman and at 3 terminal shall be director present within there is also at a shall be chairman at 3 the directors shall be populated for holding the meeting, the members cresimal at any separate meeting the meeting of the holding the meeting, the members cresimal and objective by the meeting at which a anyturn is gresser, and shall if so directive by the meeting adjourn the meeting of the holding the meeting of the health and the health and the present and from place to place but no business shall be transacted at any exist. The hairman may with the consent of a meeting adjourn the meeting of the health and the adjourned meeting to a health a decompany to a shall be tra

On the distriction or recent to the distriction of in the same of the Pl grin dyl- inter in no min own thing in as it is not filled between in min, in paleaties own inte It is elimited in interpret propert pointer chapter

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48. V Dog spray per private und activity on private desirated property gits granted my state and activity the statement of gad my manufactual and a security of activity and activities activities and activities and activities activities and activities activities and activities

48. A pad shall be taken as the pharman wheets and he may 1999 so, known the part of the part and the past and the past that a time and these for desirant the round of the past and the governed to be the result of the past and the governed to be the result of the process and the past and the governed to be the result of the past and the governed to be the result of the past and the governed to be the result of the past and the governed to be the result of the past and the past and

So in the crisery of an equatory of the entire of the enti

VOTES OF MEMBERS

VOTES OF MEMBERS

54. Subject to any rights or restrictions attached to any shares on a show of nanda every member who thering an individual is present in person or tibeling a corporation) is present by a duly authorised representative net being a member entitled to vote shall have one vote and on a poll every member shall have one vote and on a poll every member shall have one vote and on a poll every member shall have one vote and on a poll every member shall have one vote for every share of which her at the holder.

55. In the case of joint holders the vote of the softwar who tenders a vote, whether in person or by proxy shall be accepted to the evidusion of the votes of the other joint holders and suminority shall be actignment by the order in which the names of the holders stand in the register of members.

56. A member in respect of whom an order has been made by any door having jurisdiction (whether in the United Kingdom or elsewhere) at malters concerning mental disorder may vote whether on a show of hands or on a polly by his receiver, curator bons or other person authorised in that behalf appointed by that court, and any such receiver, curater bons or other person authority of the person claiming to exercise the night to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or allourned meeting at which the night to vote is to be exercised and in default the right to vote shall not be exercised.

exercisable
57. No member shall vote at any general meeting or at any separate meeting
of the holders of any class of shares in the company, either in person or by
proxy, in respect of any share held by him unless all moneys presently payable
by him in respect of that share have been paid
58. No objection shall be raised to the qualification of any voter except at the
meeting or adjourned meeting at which the vote objected to is tendered, and
due time shall be referred to the chairman whose decision shall be land and
conclusion.

conclusive 59 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion 60. An instrument appointing a proxy shall be in writing, executed by or en behalf of the appointor and shall be in the following form for in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

PLC/Limited

being a member/membars of the above-named company, hereby appoint or failing him. Of assumption provided the annual/surrordinary general meeting of the company to be held

19 and at any adjournment thereof. on Signadon

Signed on 61 Where it is desired to allord members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form for in a form as near thereto as excumstances allow or in any other form which is usual or which the directors may approve) = PLC timed | We | Being a |

member/members of the above-named company, hereby appoint ortailing him

name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be, eld on 19 and at any adjournment thereof the company to be add on 19 and at any adjournment thereof This form is to be used in respect of the resolutions mentioned below as

ionows Resolution No. 1 "for "against Resolution No. 2 "for "against "S'rike out whichever is not desired Unless otherwise instructed lithe proxymay vote as he thinks fillor abstain from

voting Signaldhis dayof Signaldhis dayof Signaldhis dayof signaldhis dayof signaldhis a copy of such authority and any authority under who executed or a copy of such authority cellified notacativity or in come offs

or view by the precious may be designed as my brighten as is specified in the property of the Ag John Delate and Holling to The Delate and Holling to

ellument is gody term tolling to making as making as belanched dig "All 19 muris berne the line to mouthing the making as belanched dig "In 19 the late of a gas higher make there all house offer a dignique to in the late of a gas higher make there all house offer a dignique to in the late of a gas higher term and there a south and has late of "Our a define the twice appearable for the disking of the gas and has late of control to the late of the late of the late of the south as the make of the late of late of the late

NUMBER OF DIRECTORS

\$4. Image renormed determined by between internation in number of determine than attended exectors; shall not be subject to any maximum but should be not less than two

ALTERNATE DIRECTORS

ALTERNATE DIRECTORS

85. Any investor retirer than an alternate director may appeared any other person approved by resolution of any other person approved by resolution of the be an alternate director and may remove from office an alternate director and may remove from office an alternate director shell be analted to receive notice an alternate director shell be analted to receive notice an alternate director shell be analted to receive notice of all meetings of directors and of all meetings and office and alternate directors and alternate director But it shall not be reconstant to one of such a meeting to an alternate director who is absent from the United Kingdom.

67. An alternate director but it a director retires by notation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he remes any appointment of an alternate director mande by him which was notice inmodelately prior to his retirement shall continue after his reappointment of an alternate director shall be by notice to the company signed by the director mainting or revoking the appointment or removal of an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointment him.

POWERS OF DIRECTORS

POWERS OF DIRECTORS

To Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may, exercise all the powers of the company has alteration of the memorandum or articles and no such direction shall invalidate any poor act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be himited by any special power given to the directors by the aricles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

To the directors may, by power of attorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS
72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

APPOINTMENT AND RETIREMENT OF DIRECTORS

2. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or if their number is not three or a multiple of times the number nearest to one-third shall retire from office but if their is only one director who is subject to retirement by rotation the shall retire.

4. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment but its between persons who became or were last reappointed frectors on the stime day those to retire shall runless they otherwise agree among themselves be determined by fol.

5. If the company, at the meeting at which a director retires by rotation does not fill the vacancy the returned when the fill the vacancy the return director shall if willing to act, be deemed to take the readout of the reappointed unless at the meeting its resolved not to fill the vacancy unless, a resolution for the reappointment of the director is put to the meeting and lost.

unites a resolution for the reappointment of the director is put to the meeting and lost. The No person other than a director retring by rotation shall be accommended by the directors or the a frecommended by the directors or the affective accommended by the directors or the first than fourteen nor more than thirty-five clear days the meeting has been given to the company of the intention of the company of the meeting has been given to the company of the intention of the company of the proportion of the company of the company

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disqualification and removal of DIRECTORS

DIRECTORS

In The ellipse of a director group by unique of the date of the control of the contro

REMUNERATION OF DIRECTORS

2 The directors shall be entitled to such remuneration as the company may by entitled resolution determine and unless one resolution provides electronic and unless one resolution provides electronic and unless one resolution shall be deemed to account from day to day.

DIRECTORS' EXPENSES

DIRECTONS EXPENSES
83 The directors may be paid all travelling hotel and other expenses prepently incurred by them in bennestion with their stlendands at meetings of directors or general meetings of separate meetings of the holders of any datas of shares or of debentures of the company or etherwise an connection with the discharge of their duries.

DIRECTORS' APPOINTMENTS AND INTERESTS

DIRECTORS' APPOINTMENTS AND INTERESTS 84 Subject to the provisions of the Act the directors may appears one or more of their number to the efficie of managing director or to any other executive office under the company and may enter into an egreement or arrangement with any director for his employment by the company or fact the provision by him of any services outside the scope of the ordinary duries of advector his with appointment, agreement or arrangement may be made upon such terms as the directors determine and they may renumerate any such streater for his services as they think lift. Any appointment of a director to an exocutive efficient shall terminate if he ceases to be a director but without prejudice to any datum to damages for breach of the contract of service between the director and the company A managing director and a director holding any other executive efficients shall not be subject to retirement by rotation.

85 Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent or any material interest of his a director notwithstanding his office.

(a) may be a party to or otherwise interested in any transaction of the may be a director to the company or in which the company is otherwise interested.

to may be a director or other officer of or employed by or a party to any transaction or all normal with or otherwise interested in any body corporate promoted by the company or in which the company is otherwise interested and

interested and included by the dompany of in which the company is otherwise interested and incl. Shall not by reason of his office be accountable to the obmpany for any benefit which he derives from any such office or employment or from any such itansaction or arrangement or from any interest in any such body corporate and no suck stansaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit. Short the purposes of regulation 85 — (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person er classe of persons is indirected shall be deemed to be a discoosure that the director has an interest in any such transaction of the nature and extent so specified, and (ii) an interest of which a director has no knowledge and di which it is unterest of his.

DIRECTORS' GRATUITIES AND PENSIONS

DIRECTOR'S GRATUITIES AND PENSIONS

87 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dispendent on him, and may tas well before as after he deases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

PROCEDINGS OF DIRECTORS

88 Subject to the provisions of the articles, the directors may regulate their proceedings as they think lit. A director may, and the successary at the request will a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom Questions arising at a meeting shall be doubted by a majorny of votes. In the case of an equality of votes, the chairman thalf have a second or caseing vote. A director who is also an atturnate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his ewind the

The security has appeared in hearty about the distingtion of the security has appeared the security has appeared the security has appeared the security to be security as any time purpose has been security to a street of the security of th

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were to entend to your to all visit as it every base demand and with talk perhapsions of the company of the com

has been approved or a conditional upon apprecial by the Board of Imand Resence for faxal on purposes. If mis regulation an interest of a person who is for any purpose of this regulation an interest of a person who is for any purpose of this regulation an interest of a person who is for any purpose of the accuration becomes binding on the company connected with a prector shall be invested with a member of the director and in relation to an interest of the director and in relation to an interest of the director and in relation to an interest of the director and in relation to an interest of the director and in relation to an interest of the director and interest of the director and only interest which the alternate of certain or shall not be counted in the outcompresent at a meeting in director and promotion suspend or relax to any extent either processing an expector from volving at a meeting of directors or of a immittee of directors.

Immittee 3t Sirectors

3T Where proposals we under posideration concerning the appointment of the 3T mere proposals we under present with the company of any body proposals in which the company is interested the proposals may be divided and chausered in eation or each detector spontately and provided he is not for another reason precluded from voting leach of the directors concerned shall be writted to total and be quotied in the quotient in respect of each resolution which is a superior at seval at a meeting of directors or of a committee of directors and the principle from the question may before the conclusion of the proposal propos

SECRETARY

Account to terms 1 and an additional supposed by the an Subject to the provisions of the Act, the secretary shall be appointed by the tagger for Such term, at such temporation and upon such conditions as they tagger in the first and any secretary so appointed may be removed by them.

MINUTES

ne 3 rectors shall cause minutes to be made in books kept for the

. 50

a 13 appointments of officers made by the directors, and multiple in the company of the holders of any as a traceauting at the company of the holders of any as a time company and of the directors, and of committees of the US 12 using the mames of the directors present at each such meeting.

THE SEAL

I FIG. DEMAIL

The sear shall (now be used by the authority of the directors or of a minute). Presides sutherised by the directors. The directors may suterimine with shall sign and instrument to which the seal is affixed and unless there was sold determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

10.2 Subject to the provisions of the Act the company may by ordinary estitution fectare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the

Irreltors Subject to the provisions of the Act, the directors may pay interim dividends if trappears to them that they are justified by the profits of the transpar available or distribution if the share capital is divided into different casses, the director may pay interim dividends on shares which confer deterred or noting read rights with regard to dividend as of shares which confer preferent at the preference at the time of payment are preferent and the time of payment are preferential dividend is not mear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits a salable for distribution justify the payment. Provided the standard acting preference rights for any loss they may softer by the lawful darment of an interim dividend on any shares having deferred or non-preferred or non-pr

rights. The Except as otherwise provided by the rights attached to sharest all 15 dends share bedecised and paid according to the amounts period up on 75 sharest on which the dividend is period. All dividends shall be apportioned as a 1 proportionately to the amounts parallop on the sharest during any portion by those of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a

with the designed or other manages planting or regions of a strain way of the strain for the manages planting or regions of a strain way of the strain for the strain of the designed of the strain or the strain of

'97 his switches or allow marking squaker in relation of a share shall high recreat against the samplary unless attention provided by the refine still being to the share

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ACCOUNTS

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CAPITALISATION OF PROFITS

CAPITALISATION OF PROFITS
19 The propers may with the austrony of an argenty resource of the company is a propersy with the austrony of an argenty resource of the company is a subject as hereinglier provided resource is capations any uniquided problem in a purpose of the property of the company of required for paying any preferential denderable weather or not they are available for denderable in the propose of the sum is also contained and the conduction of the company of the sum is also contained as the contained of the would have been entitled as it were distributed by way of devocant and on the same proportions and apply such sum on their behalf either in or sewards again the amounts of any for the arise being unpaid on any shares held the company of 1 normals amount equal to that sum and allot the desires of seperatures created as fully paid to those members are as they may streat, in these procortions or partity in one way and partly in the other but the shares not available for instribution may for the purposes of the requirement and the contain recompany of the entities and applied in paying up unissued chares to be alreaded to improve a sufficiency and any prefits which are applied in paying up unissued chares to be alreaded to improve any thing to the shares of the section of a paying up unissued chares to be alreaded to members any for a sufficiency.

applied in paying up unissued shares to be added to members elements as fully paid (or make such provision by the issue of fragiliers, earlifeatos or by payment in cash or otherwise as troy determine in the cash of shares of observates becoming distributable under this regulation in fragiliers, and id authorise any person to enter an behalf of all the members send into an agreement with the dompany providing for the additional to those respectively, predicted as twity back of any shares or debonkets to which they are entitled upon such capitalisation any agreement made under such such members.

NOTICES

131. Any natice to be given to or by any person pursuant to the acticles shall be in writing except that a notice Lating a meeting of the directors need met in the directors need to unit

111 Any natice to be given to or by any person pursuant to the articles shall be in writing except that a notice usking a meeting of the directors need has a notice usking a meeting of the directors need has a member at the senting of the post in a prepaid envelope addressed to like member at this registered address or by leaving it at that address in the case of leant holders at a share all notices shall be given to like joint holder whose name stands first in the registered address or by leaving it at that address. In the case of leant holders at a share all notices shall be given to like joint holders. A member whose registered address is not within the United Kingdom at which notices to the point holders a preven holder so gives to the original part address within the United Kingdom at which notice from the company an address within the United Kingdom at which notice from the company an address within the United Kingdom at which holders a large given to the master at the company and address half be entitled to never notices given to him at that address but otherwise ne such member shall be entitled to reserve any notice from the company and the many or of the holders of any class of shares in the company shall be member to have received notice of the meeting and where requised if the burposas for which it was called the Every person who becomes entitled to a share shall be befored the harders and any discrete the person and the register of members, has been duly given to a person from whon he cerivas his filler. Shore that a nervelope containing a notice was properly addressed, propard and posted shall be denductive entitled to a share the notice was been supported the death or bankruptcy of a member by sending or advivening it, in any manner authorised by the articles for the giving affects any beginning to be dentitled Unit such an address has been supplied a network burningly had not occurred.

WINDING UP

WINDING UP

WINDING UP

17 If the company is wound up the equidator may, with the sanction of an extraordinary resolution of the company and any other sanction recurred by the Act divide among the members in specie the whole or any part of the assets ell the company and may, for that purpose value any assets and fire remore how the division shall be carried out as between the members or different classes of members. The Noudation may, with the like sanction vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines but no member shall be competited to accept any assets upon which there is a hability

INDEMNITY

INDEMNITY

18 Subject to the provisions of the Act but without prejudice to any indemnity
to which a director may otherwise be entitled every director or other althout or
auditor of the company shall be indemnified out of the assets of the company
against any hability shourted by him in defending any proceedings, whether any
or craimful in which judgment is given in his favour or in which he is accurated
or in connection with any application in which relief is granted to him by the
court from hability for negligence default, breach of duty or breach of must in
relation to the atfairs of the company.

[COPY] special resolution(s)



name of company

Company Number 2193257

Woodland Bark (Anglia)	Limites
At an Extraordinary General Meeting of the members of the above-named company, dub	y convened and
held at	
on the First day of October	19 90
the following SPECIAL RESOLUTION(S) was/were duly passed:-	

Companies Act 1985, it was resolved that the Company should not appoint auditors.

> 11136 ∍ F ∃3 199**ì**

E. Muchily

NOTES:
(1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

WOSDLAND BARK (ANGLIA) LIMITED ELECTIVE RESOLUTION

Written Resolution of the members of the Company taken pursuant to S379A, S252, S366A and S386 of the Companies Act 1985.

We being all the members of the Company do hereby elect:

- To dispense with the laying of accounts and reports before the company in General Meeting in respect of the year ended 30 June 1993 and subsequent financial years.
- To dispense with the holding of the Annual General Meeting for 1993 and subsequent years.
- 3. To dispense with the obligation to appoint auditors annually.

ON BEHALF OF WILLIAM SINCLAIR HOLDINGS plc (GIRECTOR)

..... 30" Jone 1973 (DATE)





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2193257

The Registrar of Companies for England and Wales hereby certifies that WOODLAND BARK (ANGLIA) LIMITED

having by special resolution changed its name, is now incorporated under the name of SECTO COMPANY LIMITED

Owen at Companies House, Cardiff, the 14th October 1994

MRS. L. 17

For the Registrar of Companies



그 얼, 건덩 비슷~



special resolution(s)



Company Number 2193257

name of company

WOODLAND BARK (ANGLIA)

Limited

At all Extraordinary General Meeting of the members of the above-named company, duty convened and

held at

FIRTH ROAD, LINCOLN

en the

30th

day of

SEPTEMBER

9 94

the following SPECIAL RESOLUTION(S) was were duly cassed:-

That, with the sanction of the Department of Trade, the name of the company be and is hereby changed to:-

Secto Company Limited

A31 *AE1SP5AL* 135 COMPANIES HOUSE 07/10/94

SIGNED~

Secretar

The first of the second of the second code of the few process and the second code of the second of t