

# Statutory Declaration of complimace with requirements on application for registration of a company



Please do not write in this mar

Pursuani to section 12(3) of the Companies Act 1985

is margin					
leasu complete egibly, proferably	To the Registrar of Companies	For official use	For official use		
black type, or old block lettering	Name of company				
	* WESTON OILFIELT	D ENGINEER	ING Lid		
insert full name of Company					
	1, Filan Wester				
	of 16 PITFOLD ROA	D, LEE, LON	ADON ZETSÁHX		
delete as appropriate	do solemnly and sincerely declare that I am a [Solicitor-engaged in the formation of the company]† [person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the				
	above company and of matters precedent an				
	And I make this solemn declaration conscientiously believing the same to be true and by virtue of the				
	provisions of the Statutory Declarations Act 1				
	Daclared at 124 CHANCERY LA	nus Declar	ant to sign below		
	ensoen ECHA		doe wester		
	2.00		laen Western		
	the day of _@ day of _@				
	before me A C.A.				
	A Commissioner for Oaths or Notary Public of the Peace or Solicitor having the powers con Commissioner for Oaths.	or Justice of			
		fficial Use ompanies Section	Post room		
			1.3 OCT 1992 L.G.		

OYEZ The Solicitors' Law Stationery Society Ltd, Oyez House, 27 Crimscott Street, London SE1 578

11 90 + 18427 5017173

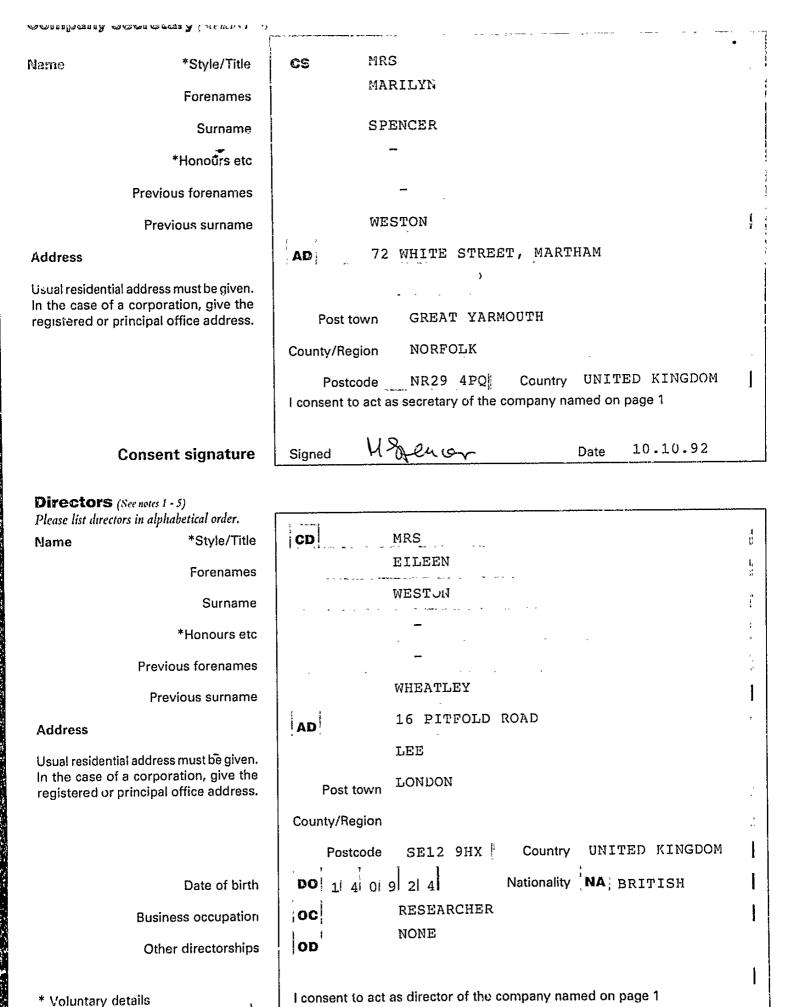


# Statement of first directors and secretary and intended situation of registered office

No. of the second secon

This form should be completed in black.

is form should be completed in black.		The state of the s
	CN 2756750	For official use
Company name (in full)	WESTON OILFIELD ENGINERING LI	MITED
Ĺ		
Registered office of the company on ncorporation.	RO 16 PITFOLD ROAD	1
	e e u e	
	Post town LEE	,
:	County/Region LONDON	ŗ .
	SE12 9HX	1
	Postcode	
If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.		
	Name	
	RA	4
	N/A	,
	ŕ	
-	Post town	٠
	County/Region	; =
	Postcode	1
	Fosicode	and the state of t
Number of continuation sheets attached		
To whom should Companies House direct any enquiries about the information shown in this form?	MRS E WESTON 16 PITFOLD ROAD	
	LEE, LONDON	Postcode SE12 9HX
	Telephone 081-857-5702	Extension
Daga 1		



Page 2

Consent signature

Signed Taleen Weston,

Date 410/92

Directors (c	continued)	The particular of the particular	when the second of the second		
Name	*Style/Title	CD.			
	Forenames	NONE			
	Surname	. ,			
	*Honours etc	٠.			
	Previous forenames	To district the second of the			
	Previous surname	~	1		
Address		AD			
In the case of a	address must be given. corporation, give the incipal office address.	Post town County/Region			
		Postcode Country			
	Date of birth	DO Nationality	NA J		
	Business occupation	oc	ł		
	Other directorships	OD			
* Voluntary det	tails	I consent to act as director of the company named on page 1			
C	Consent signature	Signed	Date		
Delete if the form is signed by the subscribers.	-	Signature of agent on behalf of all subscribers	Date		
Delete if the form is signed by an		Signed Hopener	Date 9.10.92		
agent on behalf of all the subscribers.	/	Signed Signed t	Date 9-1052		
All the subscribers must sign either personally or by a person or persons	1	Signed 1997www	Date 9-10-42		
authorised to sign for them.		Signed	Date		
		Signed	Date		
Page 3		Signed	Date		

275675° 131092 CCR

The Companies Acts 1985 and 1989

#### COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

WESTON OILFIELD ENGINEERING

#### LIMITED

- 1. The Company's name is "WESTON OILFIELD ENGINEERING LIMITED."
- 2. The Company's registered office is to be situated in England and Wales.
  - 3. The Company's objects are\*:—

(A)



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

\*Where the Memorandum states that the object of the Company is to carry on business as a general commercial company the object of the Company is to carry on any trade or business whatsoever and the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it -- see section 3A of the Companies Act 1985 as amended by the Companies Act 1989. If it is intended that section 3A should apply, it would be prudent to delete the whole of Clause 3 and to substitute:

"3. The object of the Company is to carry on business as a general commercial company"

LINE SAMEDRY

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
  - (E) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
  - (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
  - (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
  - (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
    - (1) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of 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 or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support

To carry on all or any of the business of general engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in engineering equipment, plant, machinery, components, accessories, tools, jigs, dies and fixtures of all kinds, engineering consultants, production planners, designers, draughtsmen and technicians, planners, prototype designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and tinners, galvanisers, platers, annealers enamellers, plastic workers and moulders, motor, mechanical, telecommunication, electrical , heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contracts, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate and otherwise deal in vehicles, plant, machinery, fittings, furnishings and implements, tools materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

- of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.
  - (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any

- to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (o) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (s) To do all such other things as are incidental or conducive to the above objects or any of them.

# And it is hereby declared that: -

- (A) the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
- (B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.
- 4. The liability of the members is limited.
- 5. The Company's share capital is £ 100.00, divided into  $\pm 100$  shares of £1.00. each.

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 C	Number of Shares taken by each Subscriber	
MARILYN SPENCER 72 WHITE STREET MARTHAM, GT YARMOUTH	4 Janes	32
NORFOLK, NR29 4PQ  IAN CHARLES PEAT 5 ST EDMUNDS CLOSE BECCLES SUFFOLK	QQ.	16
NIGEL JOHN TURNER 29 SOMERTON ROAD MARTHAM, GT YARMOUTH NR29 4QF	Work	16

Dated this

9TH

day of OCTOBER

199,2

Witness to the above Signatures: -

Eller wester 16 PITFOLD Rd Lee London 2011 \_

# COMPANY LIMITED BY SHARES

# **Articles of Association**

OF

WESTON OILFIELD ENGINEERING

#### LIMITED

- 1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
- 2. Regulations 8, 64, 70, 77 and 113 of Table A shall not apply to the Company.
- 3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 4. At the date of the adoption of these Articles the capital of the Company is £ 100 divided into £1.00 Ordinary Shares of £1 each.
- 5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on
- unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.

and the second second

- (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.
- (b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.
- 7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

- 8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
- 9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
- 10. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."
- 11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
- 12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
- 13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless—
  - (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

#### NAMES AND ADDRESSES OF SUBSCRIBERS

MARILYN SPENCER 72 WHITE STREET MARTHAM, GT YARMOUTH NORFOLK NR29 4PQ

IAN CHARLES PEAT 5 ST EDMUNDS CLOSE BECCLES SUFFOLK

M. Sporcar

NIGEL JOHN TURNER 29 SOMERTON ROAD MARTHAM GT YARMOUTH NR29 4QF

Dated this 9TH day of OCTOBER

, 19 9.2

Witness to the above Signatures: —

Rusen Wester Ween West 16 PITFOLD RP Lee . London SE12 9HX Lee . London SE12 9HX FILE COPY



# OF A PRIVATE LIMITED COMPANY

Company No. 2756750

The Registrar of Companies for England and Wales hereby certifies that

WESTON OILFIELD ENGINEERING LIMITED

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

Given at Companies House, London, the 13th October 1992

MR. C. CARR

For The Registrar Of Companies





# Notice of accounting reference date (to be delivered within 9 months of incorporation)



Please da not write in this margin

Pursuant to section 224 of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete

To the Registrar of Companies (Address overleaf)

Name of company

Company number

2756750

legibly, preferably In black wipe, or bold block lettering

\* insert full name of company

WESTON OILFIELD ENGINEERING LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important The accounting reference date to be entered alongside should be completed as in the following examples

Month Day

0 5 0 4

30 June Day Month

3 0 0 6

31 December Day Month

3 1 1 2

Month Day

**‡** Insert Director, Secretary, Administrator, Administrative Receiver or Ruceiver (Scotland) as appropriate

Designation + CO. SECRETARY Date 26.10.92.

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

MRS M SPENCER 72 WHITE STREET MARTHAM GREAT YARMOUTH NR29 4PQ

TCL: 0493 - 740730

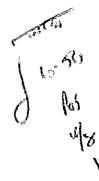
For official use D.E.B.

COA.PANIES HOUSE 3 0 OCT 1992 52



# Return by a company purchasing fits own shares

Pursuant to section 169 of the Companies Act 1985





Please do not write in this margin

To the Registrar of Companies (Address overloaf)

Name of company

WESTEN

For official use

Company number

2756750

LITTED

per So

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

 Insert full name of company

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

OILFOR SUSINGGING

		والكناني والكناس المساورة والمراجع	القارا كالترجيج كنش بالمستقل في المستقل
Class of shares	ひんりこうまく		
Number of shares purchased	L <sub>†</sub>		
Nominal value of each share	£ 1		
Date(s) on which the shares were delivered to the company	7.7.94		
Maximum prices paid § for each share			
Minimum prices paid § for each share			

5 A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was:

£ 1250

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 6.50

‡ Intert
Director,
Sucretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

M Henor

Designation + Secretary

Date

1.8.a4

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

n spencer

72 WHITE ST

GT. YARROUTH.

For official Use General Section





### Return by a company purchasing its own shares

Pursuant to section 169 of the Companies Act 1985

Please do not write in this margin

> To the Registrar of Companies (Address overleaf)

Name of company

W GSTON

For official use

ENGINEERING

Company number

2756750

الراس وروسي

For th

\* insert full name

Please complete legibly, preferably in black type, or

bold block lettering

of company

#### Note

This return must be delivered to the Registrar within a pariod of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

OILFELD

Class of shares	ORDID ARY	
Number of shares purchased	4-	
Nominal value of each share	41	
Date(s) on which the shares were delivered to the company	23.9.94	
Maximum prices paid § for each share		
Minimum prices paid § for each share		



§ A private company is not required to give this information

> The aggregate amount paid by the company for the shares to which this return relates was:

£ 1250 -00

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 6.50

‡ Insert Director, Secretary, Receiver. Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation + SECRETARY

Date

26.9.90

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

For official Use General Section

Post room





## Return by a company purchasing its own shares

Pursuant to section 169 of the Companies Act 1985

P 81 1

Company number

2756750

Please do not write In this margin

> To the Registrar of Companies (Address overleaf)

Please complete legibly, preferenly in black type, or

Name of company

JESTON

OILFIELD ENSINEGRINS

For official use

\* insert full name of company

bold block lettering

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it velates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares '	ordin may		E
Number of shares purchased	4		
Nominal value of each share	£1		,
Date(s) on which the shares were delivered to the company	16.12.94		
Maximum prices paid § for each share			
Minimum prices paid § for each share		, , , , , , , , , , , , , , , , , , , ,	

5 A private company is not required to give this information

> The aggregate amount paid by the company for the shares to which this return relates was:

£ 1258-00

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£6-50

‡ insert Diractor, Secretary, Receiver, Administrator, Administrativa Receiver or Receiver (Scotland) as

M mencer Signed

Designation + SGC RCTARY

31 · 12 · 94

appropriate

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

WESTON SILFIELD ENCLIP UNITS IAY IB, HETTSBY RD, HARTHAM, QT. YAR HOUTH

(MARICHINSPENCER)

TRAPING HOPREST

For official Use General Section

Post room



COMPANIES HOUSE 01/02/95

COMPANIES HOUSE 07/01/95