

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4047723

The Registrar of Companies for England and Wales hereby certifies that  
BATNEEC (BRISTOL) LIMITED

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

Given at Companies House, Cardiff, the 1st August 2000



\*N04047723E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S H O U S E**

HC007B

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by Laserform International Ltd.

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Please complete in typescript,  
or in bold black capitals.

### Declaration on application for registration

Company Name in full

BATNEEC (BRISTOL) LIMITED



\* F 0 1 2 0 F 1 0 \*

I, Nicholas James Burcombe Cooper

of 5 College Fields, Bristol BS8 3HP

† Please 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 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*NJB Cooper*

Declared at

5 COLLEGE FIELDS BRISTOL BS8 3HP

the

26<sup>th</sup>

day of

JULY

*NJB*

One thousand nine hundred and ninety

2000

① Please print name.

before me ①

MARTIN OWEN DAVIES JONES

NOTARY PUBLIC BRISTOL ENGLAND

Signed

*M. Owen Davies Jones*

Date

26.7.00

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

N J B Cooper  
5 College Fields  
Bristol BS8 3HP

Tel 0117 9744 146

DX number

DX exchange



A31  
COMPANIES HOUSE  
COMPANIES HOUSE

0623  
01/08/00  
STATION

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



**BLUEPRINT**  
Company Secretary

# 10

## First directors and secretary and intended situation of registered Office

Company Name in full

BATNEEC (BRISTOL) LIMITED



\* F 0 1 0 0 C 5 0 \*

Proposed registered office

(PO Box numbers only, are not

5 COLLEGE FIELDS

CLIFTON

Post town

BRISTOL

County / Region

Postcode

BS8 3HP

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query

N J B Cooper  
5 College Fields  
Bristol BS8 3HP



A31  
COMPANIES HOUSE  
R13  
COMPANIES HOUSE  
R14  
COMPANIES HOUSE

0625  
01/08/00  
27/07/00  
21/07/00

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

## Company Secretary

Name	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	ANDREW DOUGLAS		
	Surname	ALLEN		
	Previous Forename(s)			
	Previous Surname(s)			
Address	16 WHITLEY ROAD			
Usual residential address	CLIFTON			
For a corporation, given the registered or principal office address.				
	Post town	BRISTOL		
	County / Region		Postcode	BS8 2PU
	Country	U.K.		

I consent to act as secretary of the company named on page 1

Consent signature

*Andrew Allen*

Date

18<sup>th</sup> July 2000

## Directors

Name	*Style / Title	Mr	*Honours etc	
	Forename(s)	Nicholas James Burcombe		
	Surname	Cooper		
	Previous Forename(s)			
	Previous Surname(s)			
Address	5 College Fields			
Usual residential address				
For a corporation, given the registered or principal office address.				
	Post town	Bristol		
	County / Region		Postcode	BS8 3HP
	Country	England		
	Day	Month	Year	
	12	11	41	
	Date of birth	Nationality		
		British		
	Business occupation	Solicitor		
	Other directorships	See list attached		

I consent to act as director of the company named on page 1

Consent signature

*N. Cooper*

Date

18.7.00

## Directors (continued)

Name	*Style / Title			*Honours etc		
* Voluntary details	Forename(s)					
	Surname					
	Previous Forename(s)					
	Previous Surname(s)					
Address						
<b>Usual residential address</b>						
For a corporation, given the registered or principal office address.						
	Post town					
	County / Region			Postcode		
	Country					
	Date of birth	Day	Month	Year	Nationality	
	Business occupation					
	Other directorships					

I consent to act as director of the company named on page 1

Consent signature

Date

### This section must be signed by

*Either*

an agent on behalf  
of all subscribers

Signed

Date

*Or the subscribers*

Signed

Date

*(i.e those who signed  
as members on the  
memorandum of  
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

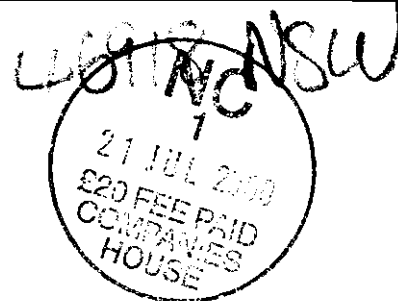
Date

18.7.00

Directorships of N. J. B. Cooper

Anglo-American Exploration Co. Limited  
BATNEEC Group Limited  
BATNEEC Limited  
BATNEEC (Bristol) Limited  
BATNEEC Dumfries Limited [Reg no. SC180809]  
BATNEEC (Roods) Limited  
BATNEEC Rosyth Limited [Reg no. SC 153097]  
Compact Power Limited  
Compact Power Holdings plc  
Compact Power Technologies Limited  
The Compact Power Biomass Company Limited  
The Imperial Compact Carbons Company Limited  
GC Management Company Limited  
The Computer Aided Manufacture Company Limited  
Limbs & Things Limited  
Live Conversation Service Providers Compensation Fund Trustees Limited  
Medical Skills Limited  
The Medicinal Plant Company Limited  
NC Management Company Limited  
The Turbo Genset Company Limited (resigned 22 March 2000)

000024



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BATNEEC (BRISTOL) LIMITED

086331

1. The name of the company is BATNEEC (Bristol) Limited.
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The initial authorised share capital of the company is £1000 divided into 1000 ordinary shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and have attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I, the person whose name, address and description are subscribed, am desirous of being formed into a company in pursuance of this memorandum of association and I agree to take the number of shares in the capital of the company set opposite my name.

Name, address and description of subscriber

Number of shares taken by  
the subscriber (in words)

Nicholas James Burcombe Cooper  
5 College Fields, Bristol BS8 3HP  
Solicitor

One

*NJBurcoop*

Dated the 18 July 2000

Witness to the above signature:

Signature:

*Simon Allen*

Name:

Address:

Occupation:

ANSON ALLEN

16 WHITLEY ROAD, CLIFTON, BRISTOL BS3 2PU

CONSULTANT



THE COMPANIES ACTS 1985 TO 1989

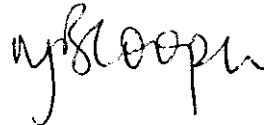
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
of  
BATNEEC (BRISTOL) LIMITED

The regulations contained in Table A in the first schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985 ("Table A") shall constitute the regulations of the company.

Name, address and description of subscriber

Nicholas James Burcombe Cooper  
5 College Fields Bristol BS8 3HP  
Solicitor



Dated 18 July 2000

Witness to the above signature:

Signature:



Name:

ANSON ALLEN

Address:

16 NIMBLEY ROAD, CLIFTON, BRISTOL BS8 2PA

Occupation:

CONSULTANT