



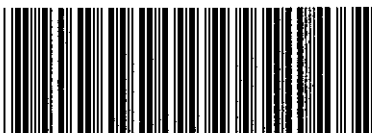
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4091176

The Registrar of Companies for England and Wales hereby certifies that  
OLIEBEE 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 17th October 2000



\*N04091176F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

OLIEBEE LIMITED

I, MR GERALD ROWLAND WILLIAMS

of 39 BAYFIELD, LEYBOURNE, W. MALLING, KENT

† 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

Declared at 39 BAYFIELD, LEYBOURNE, W. MALLING, KENT

On Day Month Year  
25 09 2000

† Please print name.

before me † MRS FIONA BARDITZKY

Signed

*[Signature]*

Date 25-9-00

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor  
CHARTERED CERTIFIED ACCOUNTANT

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.

MRS R WILLIAMS

29 BAYFIELD LEYBOURNE W. MALLING, KENT

ME19 5QQ

Tel

DX number

DX exchange



A09  
COMPANIES HOUSE

\*A01WYUNA\*

0354  
11/10/00

Form revised June 1998

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

**Companies House, Crown Way, Cardiff, CF14 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



10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office****Company Name in full**

OLIEBEE LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

39 BAYWELL

LEYBOURNE

Post town

WEST MALLING

County / Region

KENT

Postcode

ME19 5QQ

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 of  
the person Companies House should  
contact if there is any query.

RACHEL WILLIAMS

39 BAYWELL LEYBOURNE W.MALLING

KENT

Tel

DX number

DX exchange

A09  
COMPANIES HOUSE0355  
11/10/00

Form revised July 1998

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or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name

NAME \*Style / Title

MRS

\*Honours etc

\* Voluntary details

Forename(s)

RACHEL

Surname

WILLIAMS

Previous forename(s)

Previous surname(s)

Address

39 BAYWELL

**Usual residential address**

For a corporation, give the registered or principal office address.

LEYBOURNE

Post town

WEST MALLING

County / Region

KENT

Postcode

ME19 5QQ

Country

ENGLAND

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

Consent signature

R Williams

Date

25-09-2000

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

GERALD ROWLAND

Surname

WILLIAMS

Previous forename(s)

Previous surname(s)

Address

39 BAYWELL

**Usual residential address**

For a corporation, give the registered or principal office address.

LEYBOURNE

Post town

WEST MALLING

County / Region

KENT

Postcode

ME19 5QQ

Country

ENGLAND

Day Month Year

Date of birth

06 12 1969

Nationality

BRITISH

Business occupation

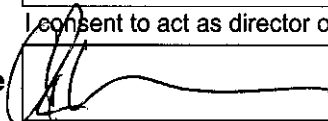
MARKETING MANAGER

Other directorships

NONE

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


Consent signature

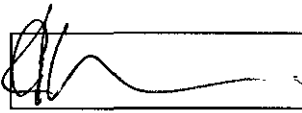



Date

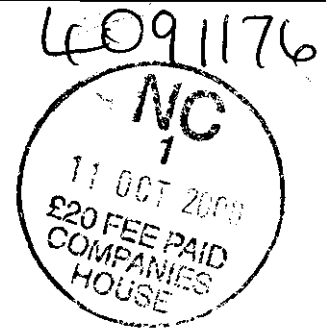
25-09-2000

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours etc</b>			
<b>* Voluntary details</b>	<b>Forename(s)</b>	MARCUS FREDERICK					
	<b>Surname</b>	HAKE					
	<b>Previous forename(s)</b>						
	<b>Previous surname(s)</b>						
<b>Address</b>	15C ELMBOURNE ROAD						
<b>Usual residential address</b>	BALHAM						
For a corporation, give the registered or principal office address.	<b>Post town</b>	LONDON					
	<b>County / Region</b>		<b>Postcode</b>	SW17 8JS			
	<b>Country</b>	ENGLAND					
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>		
		1	0	7	19	69	BRITISH
	<b>Business occupation</b>	DIRECTOR					
	<b>Other directorships</b>	HAKE ENTERPRISES LIMITED					
	I consent to act as director of the company named on page 1						
	<b>Consent signature</b>			<b>Date</b>	25-09-2000		

<b>This section must be signed by</b>		
<b>Either</b>		
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>	<b>Date</b>
<b>Or the subscribers</b>	<b>Signed</b>	<b>Date</b>
		25-09-2000
<b>( i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b>	<b>Date</b>
		25-09-2000
	<b>Signed</b>	<b>Date</b>
	<b>Signed</b>	<b>Date</b>
	<b>Signed</b>	<b>Date</b>
	<b>Signed</b>	<b>Date</b>

THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989



A PRIVATE COMPANY LIMITED BY SHARES

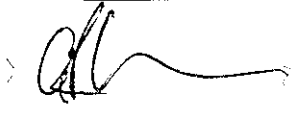

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MEMORANDUM OF ASSOCIATION  
  
OF  
  
**OLIEBEE LIMITED**

1. The name of the Company is ' Oliebee Limited '.
2. The Company's registered office is to be situated in England Wales.
3. The Company's objects are to carry out business as a general commercial company.
4. The liability of the Members is limited.
5. The Company's share capital is £20,000 divided into 20,000 shares of £1.00 each.

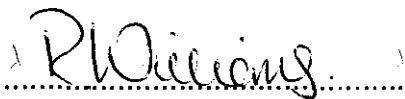


We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

<i>Names and addresses of Subscriber(s)</i>	<i>Signature of Subscriber(s)</i>	<i>Number of shares taken by each Subscriber</i>
Mr G Williams 39 Baywell Leybourne, West Malling Kent		ONE
Mr M Hake 15c Elmbourne Road Balham London		ONE
	Total shares taken:	TWO

Dated: 28<sup>th</sup> August 2000

**Witness to the above signatures:**



Mrs R Williams

**Address of witness:**

39 Baywell

Leybourne

West Malling

Kent

**THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989**

**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**OLIEBEE 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 by these Articles and such Regulations and other Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression 'the Act' means the Companies Act 1985. Any reference in these Articles to any provision shall be deemed to include reference to any statutory modification or re-enactment of the provision in force.

**ALLOTMENT OF SHARES**

2. (a) Shares which comprise the authorised share capital of the Company shall be under the control of the Directors who may (subject to s80 of the Act and to paragraph (d) below) allot, grant options or otherwise dispose of, on such terms as they think fit.
  - (b) All shares which are not included in the issued share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion to the number of the existing shares held by them respectively. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not less than 30 days) within which the offer, if not accepted, will be deemed to be declined. After that period, those shares deemed to be decline shall be offered to the persons who have accepted all the shares offered to them, on like terms and in the same manner as the original offer.
  - (c) In accordance with s91 (1) of the Act, ss89 and 90 (1) to (6) of the Act shall not apply to the Company.
  - (d) Any shares not subsequently accepted will fall under the control of the Directors who may deal with them as they see fit except that the shall not dispose of these shares at terms more favourable than the terms which they were originally offered.
3. The Directors are unconditionally authorised for the purpose of s80 of the Act 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 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 made by the Company within that period. The authority hereby given may at any time be renewed, revoked or varied by Ordinary Resolution.



## **CALLS ON SHARES**

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 reasonable expenses that may have been incurred by the Company by reason of such non payment'.

## **SHARE CERTIFICATES**

5. Clause 6 of Table A shall be amended by removal of the requirement to have share certificates sealed with the company seal. Each certificate shall be validated by the addition of the signatures of a director and the secretary or, alternatively, by two directors.

## **GENERAL MEETING AND RESOLUTIONS**

6. Every notice of Meeting shall comply with the provisions of s372 (3) of the Act notifying members of 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 (if any) of the Company.
7. (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 thereafter, such adjourned General Meeting shall be dissolved.  
(c) Clause 41 of Table A shall not apply to the Company.  
(d) Clause 101 of Table A shall not apply to the Company.

## **APPOINTMENT OF DIRECTORS**

8. (a) Clause 64 of 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 any such determination there shall be no maximum number of Directors and the minimum shall be as required by the Act. A sole Director shall have the authority to exercise all the powers 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 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 14 nor more than 35 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 agreement by that person to the proposed appointment.  
(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**

9. 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 s80 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.

## **ALTERNATE DIRECTORS**

10. (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 of the remuneration otherwise payable to his appointer as such appointer 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 mentioned in Clause 65 of 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 any committee of the Directors to one vote for every Director whom he represents but he shall count as only one for the purpose of determining whether a quorum is present.

## **DISQUALIFICATION OF DIRECTORS**

11. The office of a Director shall be vacated if he become 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**

12. (a) The Directors may support and subscribe to any institution for the benefit of the Company or its directors and to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally provide advantages, facilities and services for any persons who are or who have been Directors of the Company, and to the spouses and other dependants of such persons; to make payments towards insurance to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons and of their spouses 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 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.
- (b) Clause 87 of Table A shall not apply to the Company.

## **PROCEEDINGS OF DIRECTORS**

13. (a) Subject to his interest being disclosed prior to any vote and such interest being minuted, a Director may vote, at any meeting of the Directors or 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 his vote shall be counted; and in relation to any such resolution he shall be taken into account in calculating the quorum present at the meeting.
- (b) Clause 94 to 97 in Table A shall not apply to the Company.

## **DIVIDENDS**



14. Clause 108 of Table A shall be amended by referring to dividends unclaimed for six years from the date when it became due.

## INDEMNITY

15. (a) Every Director other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may 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 judgement given in his favour or in which he is acquitted or in connection with any application under s144 or s727 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. This Article shall have effect in so far as its provisions are not voided by s310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.

## TRANSFER OF SHARES

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

<i>Names and addresses of Subscriber(s)</i>	<i>Signature of Subscribers(s)</i>
Mr G Williams 39 Baywell Leybourne, West Malling Kent	
Mr M Hake 15c Elmbourne Road Balham London	

Dated: 28<sup>th</sup> August 2000

Witness to the above signatures:

  
.....

Address of witness:

Mrs R Williams  
39 Baywell  
Leybourne  
West Malling  
Kent