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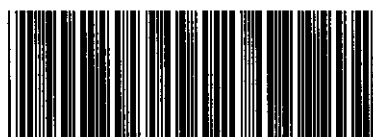
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5894361

The Registrar of Companies for England and Wales hereby certifies that
P MEGSON TRANSPORT 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 2nd August 2006



N05894361N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on Application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full

P MEGSON TRANSPORT LIMITED

I,

RICHARD WILLIAM HELLIWELL OF T.I.B. NOMINEES LIMITED

of

23 HOLROYD BUSINESS CENTRE, CARRBOTTOM ROAD, BRADFORD, BD5 9UY

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

BRADFORD, WEST YORKSHIRE

Day	Month	Year
2	7	2006

On

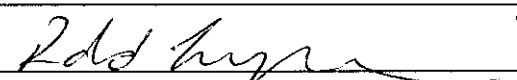
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Please print name.

before me @

RICHARD TIMPERLEY

Signed



Date

27.07.06

= 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.

THE INFORMATION BUREAU LIMITED

23 HOLROYD BUSINESS CENTRE, CARRBOTTOM ROAD, BRADFORD

BD5 9UY

Tel

0870 751 2866

DX number N/A

DX exchange

N/A

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

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

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

DX 235 Edinburgh



COMPANIES HOUSE

28/07/2006

the information bureau

formation ☐ information ☐ administration

Please complete in typescript,
or in bold black capitals.

CHWP000

589436,

10

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full

P MEGSON TRANSPORT LIMITED

Proposed Registered Office

c/o THE INFORMATION BUREAU LIMITED

(PO Box numbers only, are not acceptable)

23 HOLROYD BUSINESS CENTRE, CARRBOTTOM ROAD

Post town

BRADFORD

County / Region

WEST YORKSHIRE

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



Agent's Name

THE INFORMATION BUREAU LIMITED

Address

23 HOLROYD BUSINESS CENTRE

CARRBOTTOM ROAD

Post town

BRADFORD

County / Region

WEST YORKSHIRE

Postcode

BD5 9UY

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.

THE INFORMATION BUREAU LIMITED

23 HOLROYD BUSINESS CENTRE, CARRBOTTOM ROAD, BRADFORD

BD5 9UY

Tel 0870 751 2866

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DX exchange N/A



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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

DX 235 Edinburgh

for companies registered in Scotland.

Form revised June 1998

Company Secretary (see notes 1-5)Company Name **P MEGSON TRANSPORT LIMITED**

NAME * Style / Title

*Honours etc

* Voluntary details

Forenames(s)

Surname

T.I.B. SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

23 HOLROYD BUSINESS CENTRE**Usual residential address**

For a corporation, give the

registered or principal
office address.

Post town

BRADFORD

County / Region

WEST YORKSHIRE

Postcode


BD5 9UY

Country

ENGLAND

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

Consent signature


RACHEL HELLIWELL FOR T.I.B. SECRETARIES LIMITED

Date

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

Please list directors in alphabetical order

NAME * Style / Title

*Honours etc

* Voluntary details

Forenames(s)

Surname

T.I.B. NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address

23 HOLROYD BUSINESS CENTRE**Usual residential address**

For a corporation, give the

registered or principal
office address.

Post town

BRADFORD

County / Region

WEST YORKSHIRE

Postcode

BD5 9UY

Country

ENGLAND

Day Month Year

Date of birth

--	--	--	--	--	--	--	--

Nationality

Business occupation

Other directorships

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

Consent signature


RICHARD WILLIAM HELLIWELL FOR T.I.B. NOMINEES LIMITED

Date

27.07.06

(see notes 1 – 5)

* Style / Title

*Honours etc

* Voluntary details

Forenames(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the

registered or principal
office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

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

Richard William Helliwell
RICHARD WILLIAM HELLIWELL FOR T.I.B. NOMINEES LIMITED

Date

27.07.06

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

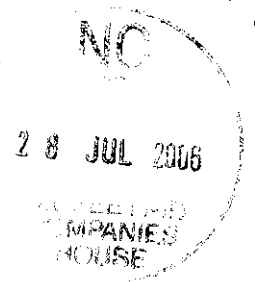
Signed

Date

003914

001787 / 40

A private company limited by shares
incorporated under the Companies Act 1985 & 1989



Memorandum of Association of



P MEGSON TRANSPORT LIMITED

1. **Name of the Company**

The Company's name is P MEGSON TRANSPORT LIMITED.

1/10

2. **Registered Office of the Company**

The Company's registered office is to be situated in England and Wales.

3. **Objects of the Company**

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

4. **Liability of the members of the Company**

The liability of the members is limited.

5. **Share capital of the Company**

The Company's share capital is £100. This is divided into shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken by Subscriber
<i>Richard Helliwell</i> RICHARD WILLIAM HELLIWELL FOR T. I. B. NOMINEES LIMITED 23 HOLROYD BUSINESS CENTRE CARRBOTTOM ROAD BRADFORD, BD5 9UY	ONE

Dated: 27 July 2006

Witness to the above signatures:-

Rachel Helliwell
.....
Rachel Helliwell
23 Holroyd Business Centre
Carrbottom Road
Bradford, BD5 9UY

A private company limited by shares
incorporated under the Companies Act 1985 & 1989

Articles of Association
of
P MEGSON TRANSPORT LIMITED

1. **Statutory Obligations and Exceptions**

Table A in the Companies (Tables A to F) Regulations 1985 shall apply to the Company, where appropriate.

2. **Designation of the Company**

The Company is a private company and no offer shall be made to the public to subscribe for any shares in the Company.

3. **Issued Share Capital**

The capital of the Company is £100 divided into 100 ordinary Shares of £1 each.

4. **Dealing in Shares of the Company**

4.1 The Directors of the Company are authorised to allot relevant securities of the Company, as defined in Section 80 (2) of the Companies Act 1985, to any persons and on such terms and conditions as the Directors think appropriate.

- 4.2 The Directors shall only allot relevant securities to the extent of the amount of the authorised share capital issued at the date of incorporation.
- 4.3 The Directors shall be authorised to allot securities for up to five years from the date of incorporation. The authority may be revoked or amended at a General Meeting of the Company at any time and the Company shall give Notice to the Registrar of Companies within 15 days of making such a Resolution in accordance with Section 380 of the Companies Act 1985.
- 4.4 All shares authorised to be allotted shall be offered to the members in proportion to the existing shares held by them and the offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time not less than 21 days later for acceptance. After the expiry of the time limit for acceptance or after receiving notice that the member does not wish to take up the share offer, the Directors shall be entitled to allot or otherwise dispose of the shares to such persons and upon such terms as they think appropriate.
- 4.5 Sections 89(1) and 90(1) to 90(6) inclusive of the Companies Act 1985 shall not apply to the Company by virtue of section 91(1) of the Companies Act 1985

5. Lien over Shares

The Company shall have a lien on every share (whether fully paid or not) standing registered in the name of any member 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 on a share extends to all dividends payable upon it.

6. Registration of Shares by Directors

The Directors may, without giving any reason, 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.

7. General Meetings

7.1 All members entitled to vote at a General Meeting of the Company shall be notified in advance of the meeting and a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and the proxy holder 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.

7.2 Regulation 41 of Table A shall have added at the end: "If at any adjourned meeting a quorum is not present within thirty minutes of the time the meeting is due to start then the meeting shall be dissolved."

7.3 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors. If 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.

8. Restrictions on Directors Entitlement to Act and Appointment of Directors

Any person may be appointed as a Director, whatever his age, and no Director shall be required to vacate his office of Director because of his age. Regulations 73 to 77 (inclusive) and 80 of Table A regarding retirement of directors do not apply to the Company.

9. Entitlement of Directors to receive formal Notice of Business of the Company

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.

NAME AND ADDRESS OF SUBSCRIBER

Richard Helliwell.....
RICHARD WILLIAM HELLIWELL
FOR T. I. B. NOMINEES LIMITED
23 HOLROYD BUSINESS CENTRE
CARRBOTTOM ROAD
BRADFORD, BD5 9UY

Dated: 27 July 2006

Witness to the above signature:-

R Helliwell.....
Rachel Helliwell
23 Holroyd Business Centre
Carrbottom Road
Bradford, BD5 9UY