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The Companies (Northern Ireland) Orders 1986 to 1990

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
-of-
JESROE (SERVICES) LIMITED**



PRELIMINARY

1. Save as hereinafter excluded or modified the Regulations contained in Table A of the Companies (Tables A to F) Regulations (Northern Ireland) 1986 (hereinafter referred to as "Table A") shall apply to the Company and shall constitute the Articles of the Company but in case of any variation or inconsistency between these Articles and Table A these Articles shall prevail.

2. (i) Regulations 53, 73 to 80, 81(e), 87 and 117 of Table A shall not apply to the Company;

(ii) Regulations 1, 8, 23, 62, and 118 of Table A shall apply to the Company only in so far as the same are hereinafter varied.

3. In Regulation 1 of Table A between the words "regulations" and "the Order" the words "and in any Articles adopting the same" shall be inserted.

SHARE CAPITAL

4. The share capital of the Company is One hundred pounds (£100) divided into 100 Ordinary Shares of £1 each.

SHARES

5. No shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) 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 the shares or debentures being offered for sale to the public.

LIEN

6. The lien conferred by Regulation 8 of Table A shall extend to all shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such shares.

TRANSFER OF SHARES

7. In Regulation 23 of Table A the words from "and" to "transferee" shall be deleted.

8. No share or shares shall be transferred to any person other than a shareholder of the Company so long as any member of the Company is willing to purchase the same at the value to be determined as hereinafter mentioned.

9. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.

10. The Company shall within seven days of the receipt of the last mentioned notice, give notice to every member of the proposed sale and in the event of two or more members wishing

to purchase the share or shares offered for sale, the same shall be offered to such members in proportion as nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty eight days to find a member willing to purchase the share or shares and to give notice to the seller, the share or shares may be disposed of as if these provisions had not been made.

11. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company acting as expert and not as arbitrator, and the price so fixed shall be binding upon the seller and the purchaser respectively.

PROCEEDINGS AT GENERAL MEETINGS

12. In Regulation 62 of Table A the words "not less than 48 hours before the time for holding" and "not less than 24 hours before the time appointed for" shall be deleted and there shall be substituted therefor the words "before the commencement of" on both occasions.

13. A resolution in writing signed or approved by letter or telex by all the members or class of members for the time being entitled to attend and vote at General Meetings or separate class Meetings of the Company shall be as valid and effectual as if the same had been duly passed at a General Meeting or separate class Meeting of the Company duly convened and held, and when signed may consist of several documents in the like form each signed by one or more of the persons aforesaid.

DIRECTORS

14. A Director may vote as a Director in respect of any contract in which he is interested or on any matter arising thereout, and if he shall so vote his vote shall be counted,

and he shall be reckoned in estimating a quorum whenever any such contract or arrangement is under consideration.

15. The Directors shall not require a share qualification but shall nevertheless be entitled to receive notices convening all general meetings of the Company and to attend and address such meetings. The power of the Company to pass resolutions under Article 13 of these Articles shall be unaffected by this Article.

16. Any person may be appointed as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

ALTERNATE DIRECTORS

17. Any Director may in writing appoint any person who is approved by the majority of Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

18. At any time and from time to time the Company may by Ordinary Resolution appoint any person a Director either to

fill a casual vacancy or as an additional Director and determine the period for which such person is to hold office.

INDEMNITY

19. Subject to the provisions of Article 318 of the Order and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Managing Director, alternate Director, agent, officer, official or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

PENSION AND SUPERANNUATION FUNDS

20. The Directors may give or procure the giving of pensions, annuities, gratuities, donations and superannuations or other allowances or benefit or charitable aid to 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 a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives and dependants of such persons and may make payments for or towards the insurance of any of such persons and their wives, widows, children and other relatives and dependants, and may set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and their wives, widows, children and other relatives and dependants, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Order shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and

retain for his own benefit any such pension, annuity, gratuity, donation, superannuation or other allowance or benefit or charitable aid.

WINDING UP

21. If the Company shall be wound up the liquidator may with any sanction required by the Order divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

A. Eugene O'Leary
27 The Macdigan Park South
Belfast, BT 26 7PX
Service Station Manager

Dated this *10th* day of *March* 1998

Witness to the above Signature:-

Maurice R. Butler
Solicitor
Belfast.
