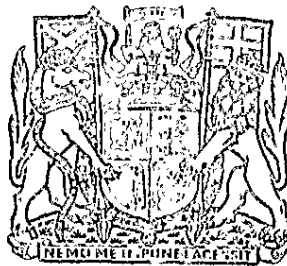


(DUPLICATE FOR THE FILE.)

No. 33891.



Certificate of Incorporation.

I hereby certify that

Bromlines Limited

is this day incorporated under the Companies Act, 1948, and that this Company is **Limited**.

Signed by me at Edinburgh, this Thirteenth day of April

One Thousand Nine Hundred and Fifty-nine

Registrar of Companies.

No. of Company.....

33891
1

Form No. 41

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for registration of a Company.

Pursuant to Section 15(2).



Name of Company

BROMLINES

Limited.

1. Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly
and sincerely
declare that I am (a) a person named in the Articles of Association as a Secretary of

BROMLINES

Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 7, New Square,

LINCOLN'S INN, LONDON, W.C.2.

the 3rd day of April, 1959.

before me.

R. Blackford

(b) A Commissioner of Oaths.

Thomas Arthur Herbert

(a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged in the formation," or "A person named in the Articles of Association as a Director or Secretary,"
(b) or Notary Public or Justice of the Peace.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2

Telephones: Temple Bar 8377/8378

6 APR 1959

13 APR 1959
11418



50
2

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BROMLINES LIMITED

1. The name of the Company is : "BROMLINES LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are:-
 - (a) To carry on the business of wholesale and retail chemists, druggists, manufacturers, merchants, suppliers, distributors, exporters, importers, providers of, agents for and dealers in all kinds and descriptions of chemical products, bird repellents, vermicides, germicides, insecticides, disinfectants, dry-cleaning preparations and powders, polishes, and all compositions, substances, commodities, ingredients, materials, goods, plant, machinery, appliances, preparations, articles and things suitable or that may be used for or in connection with deterring of bird perching, vermin destruction, germ destruction, insect destruction, disinfecting, preserving, cleaning, polishing, renovating, bleaching, fertilising, dyeing, proprietary medicines, preparations and formula, or that are usually or commonly used, manufactured or dealt in by wholesale, retail or manufacturing chemists; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.
 - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time and to clean, grow, sell, buy, exchange, alter improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

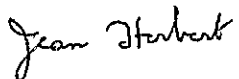
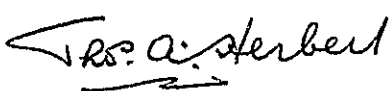
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

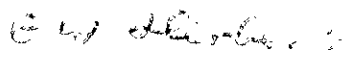
5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
 Jean Herbert, 156, Strand, London, W.C.2. Company Director.	/ ONE
 Thomas Arthur Herbert, LL.B., 156, Strand, London, W.C.2. Barrister-at-Law.	/ ONE

DATED the 4th day of March, 1959.

WITNESS to the above signatures:-


 Christine Freda Herbert,
 156, Strand,
 London, W.C.2.



COMPANY LIMITED BY SHARES



Articles of Association

OF

BROMLINES LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard

to 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 Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jean Herbert

Jean Herbert,
156, Strand,
London, W.C.2.

Company Director.

Thos. A. Herbert

Thomas Arthur Herbert, LL.B.,
156, Strand,
London, W.C.2.

Barrister-at-Law.

DATED the 4th day of March, 1959.

WITNESS to the above signatures:-

C. F. Herbert

Christine Freda Herbert,
156, Strand,
London, W.C.2.

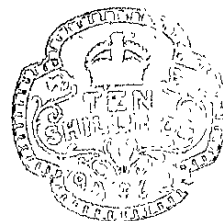
Company Director.

33891
4

No. of Company

Form No. 25

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933



NOTE.—This margin is reserved for Binding, and must not be written across.

BROMLINES LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891
(Note.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1933).

This Statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

The NOMINAL CAPITAL of

BROMLINES Limited

is £100, divided into 100 shares of £1 each.

Signature

Ch. A. A. A.

Description Secretary

Date 3rd April, 1959.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

8 APR 1959

156, STRAND, LONDON, W.C.2

Telephones: Temple Bar 8377/8378

9 APR 1959

11421

33871

10

P.2.

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

BROMLINES LIMITED

.....



PASSED the 11th day of December, 1959

.....

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company on the above date the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

IT WAS RESOLVED THAT the name of the Company be changed from

BROMLINES LIMITED

to

THOMAS MCNAB LIMITED

H. H. Rogers
.....
DIRECTOR
13 DEC 1959
No.

3952

CHEQUE

16 DEC 1959

Company Number 33891.

33891

11.

B



Reference: CN 203/59/33891

BOARD OF TRADE,

COMPANIES ACT, 1948

Bromlines

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

Thomas McNab Limited

Signed on behalf of the Board of Trade

this Fifteenth

day of December

1959.

A handwritten signature in dark ink, appearing to be 'W. E. Ward', written over a horizontal line.

Authorised in that behalf by the
President of the Board of Trade.

15 DEC 1959

(DUPLICATE FOR THE FILE)

No. 33891.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Whereas

Bromlines Limited

was incorporated as a limited company under the Companies Act, 1948,

on the Thirteenth *day of* April 1959

and whereas by SPECIAL RESOLUTION of the Company and with the approval of the BOARD OF TRADE it has changed its name.

Now therefore I hereby certify that the Company is a limited

Company incorporated under the name of Thomas McNab Limited

Thomas McNab Limited

Given under my hand at Edinburgh, this Twenty-first day of

December One Thousand Nine Hundred and fifty-nine

[Signature]
Registrar of Companies.

No. of Company 33891



Ref. No

C/N 39

S/RMC/45

COMPANIES
REGISTRATION

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

THOMAS McNAB

LIMITED

PASSED

the 26th day of February, 1964.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, on the above date the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT the name of the above-named Company be changed to:-

"H. McNULTY LIMITED"



26 FEB 1964

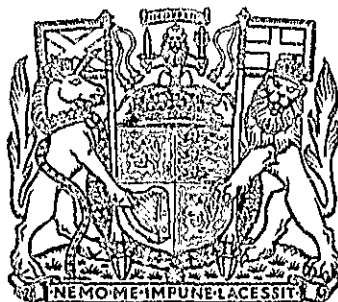
REGISTERED
30 MAR 1964
No. 459

Chairman

8767

(DUPLICATE FOR THE FILE)

No. 53891



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Whereas

Thomas Mollan Limited

(originally called Broomline Limited)

was incorporated as a limited company under the

Companies Act, 1948.

on the Thirteenth day of April 1959

And whereas by SPECIAL RESOLUTION of the Company and with the approval of the BOARD OF TRADE it has changed its name.

Now therefore I hereby certify that the Company is a limited Company incorporated under the name of

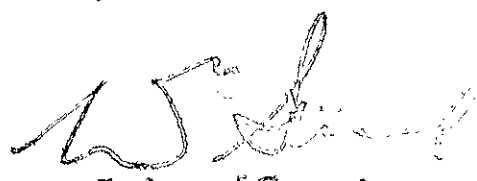
H. McNulty Limited

Given under my hand at Edinburgh, this Second day of

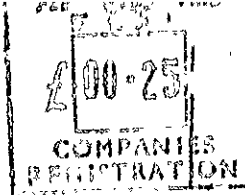
April One Thousand Nine Hundred and sixty four

Certificate
received by

Date


Registrar of Companies

Company Number.....33891



B

Reference : CN39/64/33891

BOARD OF TRADE,

COMPANIES ACT, 1948

.....Thomas McNab.....

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

H. McNulty Limited

Signed on behalf of the Board of Trade

this

Thirty-first

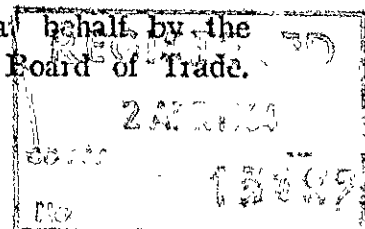
day of

March

1964

A large, stylized handwritten signature in ink, likely belonging to the President of the Board of Trade.

Authorised in the behalf by the
President of the Board of Trade.



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

33 891

Name of company

* H. McNULTY LTD.

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 11/7/88 the nominal capital of the company has been
increased by £ 9900 beyond the registered capital of £ 100.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

9900 ORDINARY SHARES OF £1 EACH.

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

Euan Boll

[Director][Secretary]† Date

17/7/88Presentor's name address and
reference (if any):

TAYLOR + KELAND. C.A.
307 WEST GEORGE ST,
GLASGOW
G2 4LB.

For official Use
General Section

Post room
CN 31
25 JUL 1988
HF

Company No: 33891.

SPECIAL RESOLUTION OF

.....H. McNULTY.....LIMITED

At an Extraordinary General*~~Annual General~~*General* Meeting of the members of the above-named Company, duly convened and held at:-

.....307.....WEST GEORGE STREET.....

.....GLASGOW.....

on the ...11TH..... day of JULY..... 19 88..

the following Special Resolution was duly passed:- To INCREASE
NOMINAL SHARE CAPITAL TO 10,000 ORDINARY SHARES
OF £1 EACH.

Signature: * *Euan Bell*.....
Chairman, Director, Secretary or Officer of the Company

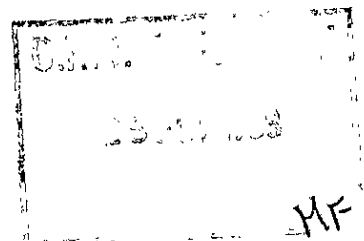
Notes:

*Please delete as appropriate.

N.B. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution.

Presentors Name and Address

TAYLOR + IRELAND, C.A.
307 WEST GEORGE STREET
Glasgow, G2 4LB.



THE COMPANIES ACT 1989

Company No. 33891

ELECTIVE RESOLUTION OF

H. McNulty

LIMITED

The Members of the above named company duly elect:

1. To dispense with the laying of Accounts and Reports before General Meeting (S16).
2. To dispense with the holding of Annual General Meetings (S115 (2)).
3. To dispense with the obligation to appoint Auditors annually (S119).

Signed

Eunan Coll

Eunan Coll

Signed

Maura I Coll

Maura Teresa Coll



Dated: 31st January, 1991