

CERTIFICATE OF INCORPORATION

No. 51089

I hereby certify that

Fife Warehousing Company Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 26 July 1972

Registrar of Companies

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of


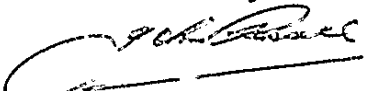
FIFE WAREHOUSING COMPANY LIMITED

1. The name of the Company is "FIFE WAREHOUSING COMPANY 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 business as warehousemen, depository proprietors, removal contractors and general carriers of goods, agents for transport of every description, bonded and other carmen, forwarding agents, hauliers, coach and omnibus owners, garage proprietors, ship-owners, wharfingers and all other businesses connected with the transport of goods by land, water or air and the loading and unloading of goods.
 - (b) To acquire, establish and carry on any other business or businesses, whether manufacturing or otherwise, which may seem to the Company capable of being carried on in connection with the objects and purposes of the Company, or any of them, or calculated directly or indirectly to promote the same or to enhance the value of or render profitable any of the Company's property or rights.
 - (c) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company or to be deemed to benefit the Company and to grant rights thereout.
 - (d) To purchase, feu, lease, hire, exchange or otherwise acquire and to acquire options to purchase any heritable or moveable property and any estate or interest in and any rights connected with any heritable or moveable, real or personal property in Scotland or elsewhere which the Company may think necessary or desirable with reference to any of its objects and to manage, improve, develop and turn the same to account in any way which may seem expedient.
 - (e) To sell or feu by public roup or private bargain, excamb, improve, manage, develop, exchange, lease, let, hire, mortgage, dispose of, turn to account or otherwise deal with all or any part of the heritable and moveable property and rights of the Company on any terms the Company may deem fit.

- (f) To insure the Company against loss and damage by fire, accident or otherwise howsoever, and that by effecting insurances with outsiders or by establishing and accumulating any fund for that purpose or otherwise, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employers' liability insurance, industrial insurance, motor insurance or any business of insurance or re-insurance within the meaning of the Insurance Companies Act, 1958 or any Act amending, extending or re-enacting the same.
- (g) To raise or borrow money without security or to secure repayment thereof in such manner and on such terms as may seem expedient, charged or not charged upon the whole or any part of the Company's property and its uncalled capital for the time being, and that at such rate of interest and repayable in such manner as may be deemed expedient and to renew, re-issue, redeem or pay off any such securities.
- (h) To invest and deal with the available moneys of the Company upon such securities including personal obligations and in such manner as may from time to time be determined and to lend or advance money with or without security to any company, firm or person transacting or dealing with the Company upon such terms as may be resolved, as also to give guarantees and carry on any transact guarantee business.
- (i) To buy or acquire all or any part of the business property or undertaking and to assume all or any part of the liabilities of any other company, firm or person carrying on any business or engaged in any undertaking which the Company may legally carry on or possessed of property or rights suitable for any of the purposes of the Company.
- (j) To promote any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (k) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company.
- (l) To pay for any property or rights acquired by the Company or services of any nature whatsoever rendered to the Company either in cash or shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may think fit.
- (m) To distribute among the members In Specie any property or assets of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (n) To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital.
- (o) /

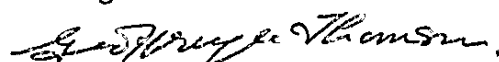
- (o) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company,
- (p) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise and by or through agents, trustees or otherwise and either alone or in conjunction with others.
4. The liability of the members is limited.
5. The Share Capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.
6. The Shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the Shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

WE, the several persons whose names and addresses 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.
 92 Loughborough Road, Kilsenny. Road Haulage Contractor.	ONE.
 Bracknash, Belmont Avenue West. Edinburgh, Road Haulage Contractor	ONE

Dated the *fourteenth* day of *July* 1972

Witness to the above signatures:-


 43 Melville Street,
 Edinburgh.
 Solicitor.

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

FIFE WAREHOUSING COMPANY LIMITED

1. The regulations contained in Part I of Table A appended to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save in so far as they are excluded or varied hereby or are inconsistent herewith.
2. The regulations numbered 24, 53, 75, 77, 79 and 84(2) of Table A shall not apply to the Company and the following regulations shall be modified:-

Regulation 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

Regulation 32, so that the words from and including the word "except" to the end of the first paragraph of the regulation shall be held to be delete;

Regulation 33, so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

Regulation 86, so that the words from and including "and every director" to the end of the regulation shall be held to be delete.

3. The Company is hereby declared to be a private company and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company. The Company shall not have power to issue share warrants to bearer.
4. The number of members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be members of the Company) shall at no time exceed fifty; several persons, however, holding one or more shares in the Company jointly shall be deemed to be a single member.

5. /



5. The Directors may, without assigning any reason, decline to register any transfer of shares.
6. If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the Directors through the Secretary at a fair price to be fixed as at the date of the notice by the Auditor of the Company, acting as an expert and not as an arbiter, and such notice shall constitute the Directors his agents to contract with anyone including themselves for the acquisition of the said shares or any of them at the said price. The Directors shall thereupon be bound to purchase the said shares pro rata to their existing shareholding or to find a person or persons willing to purchase the shares or any of them and that at the said price and that within the space of sixty days. Upon the Directors finding a person or persons willing to purchase the shares or any of them in terms of this article the proposing transferor shall be bound forthwith on receipt of a notice to that effect to execute and deliver a transfer or transfers of the said shares purchased in exchange for the price and, failing his doing so within seven days of such notice, the Directors shall be entitled to sign a transfer or transfers for and on behalf of the transferor, receive the purchase money in trust for the transferor and enter the name of the transferee or transferees in the Register of Members.
7. For a general meeting, a quorum shall be two persons personally present and holding or representing by proxy in the aggregate more than 50% of the issued capital of the Company whose holders are entitled to be present and vote.
8. Until otherwise determined by a general meeting, the number of Directors shall not be less than two nor more than eight.
9. The first Directors shall be Kenneth Stephenson Kelly, 92 Loughborough Road, Kirkcaldy and John Russell, Braeknowe, Barnton Avenue West, Edinburgh.
10. It shall not be necessary for a Director to hold any shares in the Company to qualify him to act as such Director.
11. The Directors shall be reimbursed by the Company of all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending Board Meetings.
12. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount and that upon such terms and in such manner as they think fit.
13. Any Director or other officer or member of the Company shall be entitled to contract with the Company and to engage in any transaction with it on such terms as may be considered expedient and shall be in no wise liable to account for any profit realised by any such contract or transaction nor shall he be excluded from voting upon such contract or transaction.
14. /

14. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.

Names, Addresses and Descriptions of Subscribers

Ken W.S. Kelly.

92 Loughborough Road, Hirkcaldy
Road Haulage Contractor.

John P. ...

Bracknott, Bannockburn Avenue West,
Edinburgh
Road Haulage Contractor.

Dated the *Fourteenth* day of *July* 1972.

Witness to the above signatures:-

Geoffrey J. Thomson.

43 Melville Street,
Edinburgh.
Solicitor.

No. of Company 1250/1250

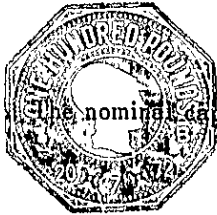
1250 000

Statement of nominal capital

Made pursuant to Section 112 of the Stamp Act 1891



Name of Company FIFE WAREHOUSING COMPANY Limited



The nominal capital of the above company is £ 50,000



Signature *W. D. Kelly*

Description Director

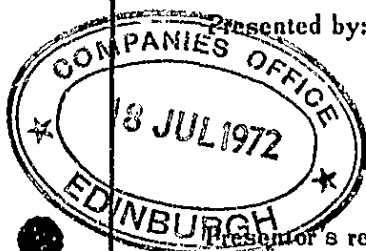
Date 14th July, 1972

Margin reserved for binding

NOTES

The stamp duty on the nominal capital is 50p (10s.) 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.



Presented by:

Messrs. Stalker & Thomson,
Solicitors,
43 Melville Street,
EDINBURGH EH3 7JF

Presenter's reference:

Stamps
LCS 303