

FILE COPY



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

Company No. 155230

The Registrar of Companies for Scotland hereby certifies that
CALEDONIAN CANAL PLEASURE CRAFT OPERATORS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Edinburgh, the 5th January 1995

J. HENDERSON
Registrar Of Companies



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

Statutory Declaration of compliance with requirements on application for registration of a company

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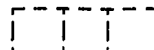
Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

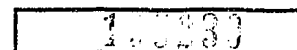
Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use



For official use



Name of company

* CALEDONIAN CANAL PLEASURE CRAFT OPERATORS LIMITED

* insert full
name of Company

I, Stuart Duncan, Solicitor,
of 16 Walker Street, Edinburgh

† 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(2)~~]† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at Edinburgh

Declarant to sign below

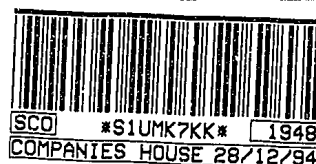
the Twenty third day of December
One thousand nine hundred and ninety four
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name address and
reference (if any):

Bennett & Robertson,
16 Walker Street,
Edinburgh EH3 7NN.
SD/MACX0089

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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
WITHOUT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

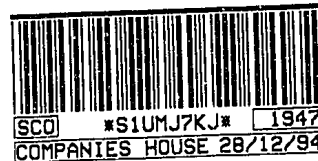
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CALEDONIAN CANAL PLEASURE CRAFT OPERATORS LIMITED

1994

BENNETT & ROBERTSON
16 WALKER STREET,
EDINBURGH EH3 7NN.
SD/MACX0089
SD2252.DEE

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THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE
WITHOUT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

CALEDONIAN CANAL PLEASURE CRAFT OPERATORS LIMITED

1. The name of the Company (hereinafter called "the Company") is Caledonian Canal Pleasure Craft Operators Limited.
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are:-

To carry on all or any of the businesses of owners and operators and managers of marinas, piers, harbours, boat yards, merchants of and dealers in, hirers and letters on hire of berths, yachts, boats and marine vessels, nautical equipment appliances and supplies of all kinds, boat builders, repairers and marine engineers, jobbers, painters and outfitters of aquatic vessels; and to buy, sell, manufacture and deal in goods, wares, merchandise, commodities, materials, produce, articles and things of every description capable of being dealt with in connection with the marine leisure industry or likely to be required by persons having dealings with the marine leisure industry.

In furtherance of the above objects but not otherwise the Company shall have power:-

- (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind

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- (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (c) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the Company.
 - (d) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
 - (e) To lend and advance money or give credit on any terms and with or without security to any person, firm or Company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or Company.
 - (f) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, Standard Security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, Standard Security, lien or Security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or

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- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
 - (h) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
 - (i) To enter into any arrangements which any Government or Authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or Authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
 - (j) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations, or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
 - (k) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and

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facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (l) To promote any other company for the purpose of acquiring the whole or any part of the property or undertaking or any of the liabilities of the Company, or of undertaking any operations which may appear likely to assist or benefit the Company or to enhance the value of any property of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (m) To sell or otherwise dispose of the whole or any part of the property of the Company, either together or in portion, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (n) To act as agents or brokers and as trustees for any person, firm or company.
- (o) To employ and remunerate any person, firm or company rendering services to the Company.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (q) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company and to solicit and accept subscriptions and donations of any kind and bequests for any of the purposes of the Company.

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- (r) To grant or make provision for pensions, life assurance, health and retirement benefit to or for employees or former employees and to the widows, widowers, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of such pensions and other benefits for such persons.
 - (s) To subscribe to become a member of or amalgamate or co-operate with any other Organisation Institution, Society or Association.
 - (t) To establish and support or aid in the establishment and support of any Charitable Trust, Association or Institution and to donate subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
 - (u) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
 - (v) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.


4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the cost charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

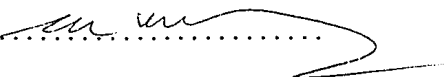
We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

Names and Addresses of Subscribers

Stuart Duncan,
Solicitor,
16 Walker Street,
Edinburgh

.....


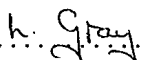
Alan Bauchop,
Solicitor,
16 Walker Street,
Edinburgh

.....


Dated 23rd December 1994

Witness to the above signature

Lorna Gray,
Secretary,
16 Walker Street,
Edinburgh.

.....


THE COMPANIES ACTS 1985 and 1989

SCO *S1UMI7KI* 1946
COMPANIES HOUSE 28/12/94

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.


ARTICLES OF ASSOCIATION OF CALEDONIAN CANAL PLEASURE CRAFT OPERATORS LIMITED

Preliminary

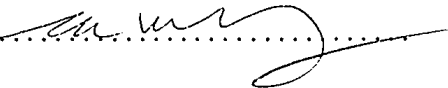
The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to the Company.

Names and addresses of Subscribers

Stuart Duncan,
Solicitor,
16 Walker Street,
Edinburgh

.....


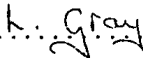
Alan Bauchop,
Solicitor,
16 Walker Street,
Edinburgh.

.....


Dated 23rd December 1994

Witness to the above Signatures:

Lorna Gray,
Secretary,
16 Walker Street,
Edinburgh.

.....




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

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

155230

For official use ☐

CALEDONIAN CANAL PLEASURE CRAFT OPERATORS LIMITED

Registered office of the company on
incorporation.

RO

16 Walker Street

Post town Edinburgh

County/Region Midlothian

Postcode EH3 7NN

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X



SCO *S1UMH7KH* 1945
COMPANIES HOUSE 28/12/94

Name BENNETT & ROBERTSON

RA

16 Walker Street

Post town Edinburgh

County/Region Midlothian

Postcode EH3 7NN

Number of continuation sheets attached ☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Stuart Duncan, Messrs. Bennett & Robertson,

16 Walker Street,

Edinburgh

Postcode EH3 7NN

Telephone 031 225 4001

Ref: SD/MACX 0089
Extension

Company Secretary *(See notes 1 - 5)*

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS Messrs.

Bennett & Robertson

AD 16 Walker Street

Post town Edinburgh

County/Region Midlothian

Postcode EH3 7NN Country Scotland

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

Consent signature

Signed

Date 23/12/94

Directors *(See notes 1 - 5)*

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

Bennett & Robertson (Trustees) Ltd.

AD 16 Walker Street

Post town Edinburgh

County/Region Midlothian

Postcode EH3 7NN Country Scotland

DO

Nationality **NA** N/A

OC

N/A

OD

Polyseis Ltd., REAL Estate Agents Guide Ltd.,

REAL Estate Agents Property Guide Ltd.

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

* Voluntary details

Consent signature

Signed

Date 23/12/94

Directors (continued)

(See notes 1 - 5)

Name***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature****CD****AD**

Post town

County/Region

Postcode

Country

DONationality **NA****OC****OD**

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

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

23/12/198

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date