



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

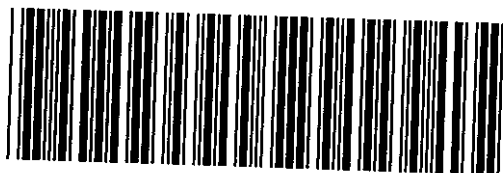
Company No. 197891

The Registrar of Companies for Scotland hereby certifies that

OCEAN TERMINAL SERVICES 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 7th July 1999



NSC197891Q



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

197891

Company Name in full



SCT *SNBQBHNV* 389
COMPANIES HOUSE 01/07/99

OCEAN TERMINAL SERVICES LIMITED

I, ALAN LINDSAY DIAMOND

of ERSKINE HOUSE, 68-73 QUEEN STREET, EDINBURGH

† Please 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 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

Alan Lindsay Diamond

Declared at EDINBURGH

the TWENTY EIGHTH day of JUNE

One thousand nine hundred and ninety NINE

① Please print name.

before me ① ANNA BRIDGETTA BROWN

Signed

Anna Bridgetta Brown

Date 28.6.99

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.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

McGrigor Donald
Erskine House, 68-73 Queen Street, EDINBURGH, EH2 4NF

Tel 0131 226 7777
DX number DX: 103 DX exchange EDINBURGH

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

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

DX 235 Edinburgh

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

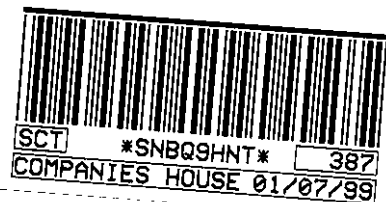
MEMORANDUM OF ASSOCIATION

of

OCEAN TERMINAL SERVICES LIMITED



Erskine House
68-73 Queen Street
EDINBURGH
EH2 4NF



Telephone: 0131 226 7777
Facsimile: 0131 226 7700
E-Mail: enquiries@mcgrigors.com
Web Site: <http://www.mcgrigors.com>

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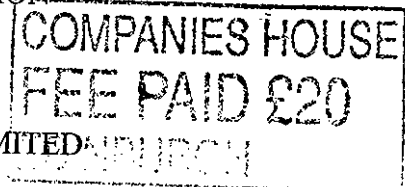
THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

197891

MEMORANDUM OF ASSOCIATION

of

OCEAN TERMINAL SERVICES LIMITED



-
- 1 The Company's name is OCEAN TERMINAL SERVICES LIMITED.
 - 2 The Company's registered office is to be situated in Scotland.
 - 3 The Company's objects are:-
 - 3.1 To carry on the business of a property services and management company in all its guises and branches including, without limitation to the foregoing generality, to manage, factor and control land, estates, houses, buildings, offices and other property whether belonging to the Company or not and to uplift and collect rents, interest, feuduties and other payments therefrom, to provide or procure the provision by others of property and management services, systems, equipment and facilities of any description and to act as consultants and advisers on all matters relating to the administration, management and organisation of property.
 - 3.2 To purchase, feu, lease, hire or otherwise acquire lands, buildings and properties of any tenure or description and wherever situated and any interest therein or rights over or in connection with the same, plant and machinery, stock in trade, business concerns and any other heritable or moveable, real or personal property and any rights or privileges necessary or convenient for the purposes of the Company and any subsidiary, associated or allied company or person and to develop, cultivate, utilise

and turn to account subjects so acquired in such manner as may seem to the Directors to be most expedient and in particular by laying out and preparing building sites, by erecting, constructing or reconstructing, pulling down, altering, enlarging, laying down, demolishing, improving, fitting up, equipping, decorating, furnishing, managing and maintaining offices, flats, houses, factories, warehouses, shops, and other buildings and erections and any other heritable, moveable, real or personal property or rights or privileges of any kind or description and providing services and conveniences in connection therewith and by consolidating, connecting or subdividing properties or buildings for such consideration (whether in cash or otherwise) as the Directors think fit and to sell, feu, excamb or exchange, let on lease or hire or otherwise dispose of or deal and traffic, in whole or in part, in such lands, buildings and properties or rights or interests pertaining thereto or connected therewith or such plant and machinery, stock in trade, business concerns and other heritable or moveable, real or personal property or rights or privileges.

- 3.3 To acquire and hold as investments for the purposes of deriving income therefrom any lands, buildings, property and estates of any tenure or description and wherever situated and any interest therein or rights over or in connection with the same and to acquire by any means whatsoever and to invest any monies for the time being of the Company in the purchase or taking on lease of or otherwise acquiring any such lands, buildings, property, estates, interest and rights and to apply monies in developing, building, altering, re-building, improving, decorating, furnishing and setting up thereon or in connection therewith, offices, shops, factories, workrooms, hotels, houses, flats and buildings, works and conveniences of any kind, nature or description whatsoever, or otherwise forming or converting the same into income-producing properties.
- 3.4 To borrow or raise money or accept money on deposit or secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge or create security over in any manner whatsoever permitted in any jurisdiction in which the Company has assets or carries on business and in particular, by way of standard security or floating charge or otherwise, the undertaking and all or any of the Company's property, both

present and future, including its uncalled capital, and to create, issue make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.

- 3.5 To draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents, documentary credits and other negotiable or transferable instruments and to buy, sell and deal in currencies, options, traded options, futures and other financial instruments.
- 3.6 To lend or advance money or give credit to such persons and companies and on such terms (including as to security) as may be thought fit and to deposit money with any bank, deposit taker or other financial organisation.
- 3.7 To guarantee and/or give security for the payment of money by, or the performance of contracts and obligations by, or the payment or repayment of principal, interest, dividends and premiums on, and any other monies due on respect of, securities or obligations by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company and any undertaking which shall at the time be a subsidiary undertaking of the Company or of any holding company of the Company or of any subsidiary of the Company or any holding company of the Company notwithstanding the fact that the Company may not receive any consideration or benefit from entering into any such guarantee or security.
- 3.8 To invest and deal with the funds of the Company not immediately required in such investments or upon such securities and in such manner as may be from time to time determined and from time to time to vary any such investments and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any company or companies or public, local or regional authority or body in the United Kingdom or elsewhere and to co-

ordinate, finance and manage all or part of the business and operations of any such company.

- 3.9 To subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to deal with and dispose of any interest in the same.
- 3.10 To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any inventions, patents, patent rights, brevets d'invention, trade marks, service marks, trade or brand names, designs, industrial designs, copyright, moral rights, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to 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 and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.11 To insure against losses, damages, risks and liabilities of all kinds which may affect the Company and to purchase and maintain for any officer of the Company insurance against any liability as is mentioned in section 310 of the Companies Act 1985.
- 3.12 To issue and allot securities of the Company for cash or in payment or part payment for any property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
- 3.13 To pay out of funds of the Company all expenses which the Company may lawfully pay for, or incidental to, the formation and registration of or the raising of money for the Company or the issue of any securities, or the application to any recognised investment exchange for listing for, or dealing in, any or all of its securities, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of securities or rights of the Company.

- 3.14 To acquire all or any part of the undertaking, property, business or assets of any person or company possessed of property suitable for any of the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person or company or to acquire an interest in, amalgamate or enter into partnership or joint adventures or arrangements regarding the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and to give or accept, by way of consideration therefor or for any undertaking, property, business or assets acquired, any shares, stock, debentures, debenture stock or securities that may be agreed upon and to hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities so received.
- 3.15 To promote or establish or concur in promoting or establishing any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company or carrying on any business or operations which the Company is authorised to carry on or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities of any such company.
- 3.16 To amalgamate or enter into partnership or joint adventure with any person or company carrying on any business or having any objects similar to any of the businesses or objects of the Company or which may, directly or indirectly, benefit or advance the objects or interests of the Company and to make and carry into effect arrangements regarding the provision of services, the purchase or sale of commodities and the prices thereof, the employment, regulation and remuneration of employees and the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and that in such manner and on such terms and conditions as may be considered by the Directors to be for the benefit of the Company.

- 3.17 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the spouses, widows, widowers' families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid Provided that without the previous sanction of an Ordinary Resolution of the Company the foregoing power shall not be exercised in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the spouse, widow, widower, family or dependents of any such person.
- 3.18 To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- 3.19 To sell or otherwise dispose of the whole or any part of the undertaking property and assets of the Company either together or in portions for such consideration as the

Directors may think fit and in particular for shares, debentures, debenture stock or securities of any company purchasing the same.

- 3.20 Subject to the provisions of the Companies Act 1985 and any statutory amendment or re-enactment thereof to purchase its own shares (including any redeemable shares) and, provided it remains as a private company, to make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of the fresh issue of shares.
- 3.21 To give financial assistance within the meaning of Section 152 of the Companies Act 1985 and any statutory amendment or re-enactment thereof in connection with any acquisition or proposed acquisition of shares in the Company to such person or persons and on such terms as the Directors may think fit.
- 3.22 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property 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.
- 3.23 To apply for, promote and obtain any order or Act of any Parliament or other legislative or executive body to enable the Company to carry any of the its objects into effect or to effect any modification of the Company's constitution and to assist in procuring improvements in the law and to oppose any proceedings of any Parliament or other legislative or executive body which the Directors may consider to be adverse to the interests of the Company.
- 3.24 To do all or any of the above things in any part of the world and either as principals, agents, trustees or contractors or by or through agencies or otherwise and either alone or in conjunction with another or others.
- 3.25 To carry on any other trade, business or profession which may seem to the Directors capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to benefit or to enhance the value of or render profitable any

of the property, assets, rights or interests of the Company or any subsidiary associated or allied company or person.

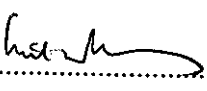
- 3.26 To exercise all powers which would be available to the Company under section 3A of the Companies Act 1985 if its object was to carry on business as a general commercial company.
- 3.27 To do all things as in the opinion of the Directors are or may be incidental or conducive to the attainment of the foregoing objects or any of them.

And it is hereby declared that for the purposes of this Clause:

- (a) the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
- (b) "Directors" shall mean the directors of the Company from time to time;
- (c) "associated companies" shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
- (d) "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
- (e) "and" and "or" shall mean "and/or";
- (f) "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;

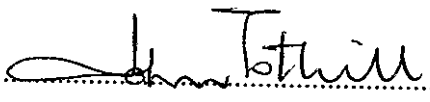
- (g) words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa; and
 - (h) the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.
- 4 The liability of the Members is limited.
- 5 The Company's share capital is £10,000 divided into 10,000 Ordinary Shares of £1 each.

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

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
 Ocean Terminal Limited Tower Place Leith Edinburgh EH6 7DB	✓ One

Dated the 23 day of June, 1999

Witness to the above signatures:-



Name: JOHN ALAN TOTHILL

Address: 46 TOWER PLACE,

LEITH, EDINBURGH

Occupation: SOLICITOR

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

OCEAN TERMINAL SERVICES LIMITED

197891

PRELIMINARY

- 1 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 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company.
- 2 Regulations 5, 24, 33, 64, 73 to 80 inclusive, 94, 95 and 118 of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of Section 36B of the Act";

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum";

Regulation 46 by the deletion of paragraphs (a) to (d) inclusive and the substitution of the words "by the chairman or by any person present entitled to vote upon the business to be transacted";

Regulation 50 by the addition of the word "not" between the words "shall" and "be";

Regulation 54 by the addition of the words "or by proxy" between the words "vote" and "shall";

Regulation 66 by the addition of the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" between the words "shall" and "be";

Regulation 67 by the deletion of the words from "but" until the end;

Regulation 72 by the addition at the end of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purpose any person, or persons, not being a Director of the Company.";

Regulation 76 by the deletion of the words "other than a director retiring by rotation", "or reappointed" and "or reappointment" each time they appear;

Regulation 77 by the deletion of the words "(other than a director retiring by rotation at the meeting)", "or reappointment" and "or reappointed" each time they appear;

Regulation 78 by the deletion of the words "and may also determine the rotation in which any additional directors are to retire";

Regulation 79 by the deletion of the second and third sentences;

Regulation 82 by the addition of the words "by way of directors' fees" between the words "remuneration" and "as";

Regulation 84 by the addition of the words "Unless the contrary shall be provided in the terms of its appointment" at the beginning of the third sentence and the deletion of the fourth sentence;

Regulation 85(c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not";

Regulation 87 by the addition of the words "the holding company of the company or" between the words "been" and "a";

Regulation 88 by the addition of the word "not" between the words "shall" and "have" in the fifth sentence; and

Regulation 115 by the deletion of the number "48" and the substitution of the number "24".

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

SHARE CAPITAL

- 3 The Company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trust in respect of any of the shares of the Company. Notwithstanding any such recognition, the Company shall not be bound to see to the execution, administration or observance of any trust (whether express, implied or constructive) in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the holders of such shares as if they were the absolute owners thereof. For the purpose of this Article, "trust" includes any right in respect of any shares of the Company, other than an absolute right thereto in the holder for the time being or such other rights in case of transmission thereof as are mentioned in Table A.

LIEN

- 4 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate, either alone or jointly with any other person, whether as a member or not, and whether such moneys are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends and other payments or distributions payable or distributable thereon, or in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

- 5 In the case of a corporation, the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
- 6 In the case of a corporation, a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.

POWERS OF DIRECTORS

- 7 The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

PROCEEDINGS OF DIRECTORS

- 8 A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.
- 9 Any Director (including an alternate Director), or member of a committee of the Directors, may participate in a meeting of the Directors, or such committee, by means of conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 10 The holder or holders for the time being of a majority of the issued shares of each class of share in the holding company of the Company may from time to time appoint [any person] [up to two persons] as [a Director] [Directors] of the Company (either as an additional Director or to fill a vacancy) and may remove from office as such any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing (which may consist of several documents in the like form each signed by one or more persons) signed by or on behalf of the person or persons making the same (in the case of a corporation the signature of a director or the secretary thereof shall be sufficient) and shall take effect upon lodgement at the office, or from such later time as shall be stated in such notice.

INDEMNITY

- 11 Subject to the provisions of the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur:-

- 11.1 in defending any proceedings, whether civil or criminal in which decree is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or
- 11.2 in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.


NAME AND ADDRESS OF SUBSCRIBER

Ocean Terminal Limited

Tower Place

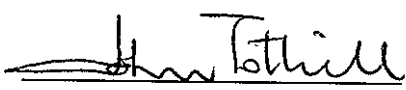
Leith

Edinburgh EH6 7DB


 For and on behalf of Ocean Terminal
 Limited

Dated 23 June 1999

Witness to the above signature:-

Signature  x
 Name JOHN ALAN TOTHILL
 Address 50 TOWER PLACE,
LEITH, EDINBURGH
 Occupation SOLICITOR 7

Package: 'Laserform'
by Laserform International Ltd.

10/0000

10

Please complete in typescript,
or in bold black capitals.

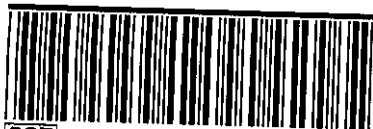
**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

197891

Company Name in full

OCEAN TERMINAL SERVICES LIMITED



SCT *SNBQEHNY* 392
COMPANIES HOUSE 01/07/99

Proposed Registered Office

TOWER PLACE

(PO Box numbers only, are not acceptable)

LEITH

Post town EDINBURGH

County / Region MIDLOTHIAN

Postcode EH6 7DB

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

X

Agent's Name McGRIGOR DONALD

Address ERSKINE HOUSE

68-73 QUEEN STREET, EDINBURGH

Post town EDINBURGH

County / Region MIDLOTHIAN

Postcode EH2 4NF

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.

McGrigor Donald
Erskine House, 68-73 Queen Street, EDINBURGH, EH2 4NF

Tel 0131 226 7777

DX numberDX: 103 DX exchange EDINBURGH

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

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

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name OCEAN TERMINAL SERVICES LIMITED

NAME *Style / Title MR *Honours etc

Forename(s) JOHN ALAN

Surname TOTHILL

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

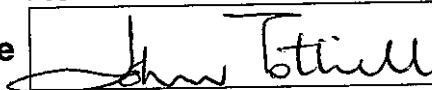
Post town NR PATHHEAD

County / Region MIDLOTHIAN

Postcode EH37 5RN

Country SCOTLAND

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

Consent signature

Date 25.6.99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR *Honours etc

Forename(s) WILLIAM WILSON

Surname MURRAY

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town EDINBURGH

County / Region MIDLOTHIAN

Postcode EH4 6DF

Country SCOTLAND

Date of birth

Day Month Year

01

03

51

Nationality

BRITISH

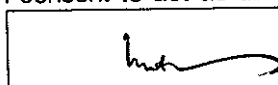
Business occupation

CHARTERED ACCOUNTANT

Other directorships

SEE ATTACHED LIST

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

Consent signature

Date 25.6.99

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	TERENCE PATRICK		
<small>* Voluntary details</small>	Surname	SMITH		
	Previous forename(s)			
	Previous surname(s)			
Address	OLD MARKET GARDEN			
Usual residential address	10 ETTRICK GROVE			
<small>For a corporation, give the registered or principal office address.</small>	Post town	EDINBURGH		
	County / Region	MIDLOTHIAN	Postcode	EH10 5AP
	Country	SCOTLAND SAW		
	Date of birth	Day 08	Month 02	Year 47
		Nationality BRITISH		
	Business occupation	QUANTITY SURVEYOR		
	Other directorships	SEE ATTACHED LIST		
	I consent to act as director of the company named on page 1			
	Consent signature	L. T. Smith X Date 25/6/99. ✓		

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed**

McGingor Donald.

Date

28.6.99

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

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm – show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.