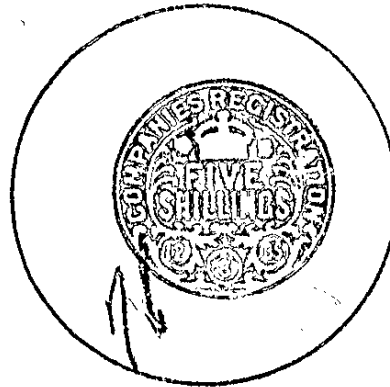


No. of
Company

298264

[C.A. 1.]
8-2-34.

THE COMPANIES ACT, 1929.



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

Declaration of Compliance with the Requirements of the Companies Act, 1929, on Application for Registration of a Company.

Pursuant to Section 15 (2).

REGISTERED

14 MAR 1935

Name
of
Company

C.G. FOX & COMPANY

Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;
AND TEMPLE ROW, BIRMINGHAM.

Presented by

WM. EASTON & SONS,
Solicitors.

I, WILLIAM GORDON HILL

of 43 London Wall in the City of London Solicitor a
partner in the firm of Wm. Easton & Sons, Solicitors
practising at the same address

(a) "A Solicitor of
the Supreme Court (or
in Scotland an Enrolled
Law Agent) engaged
in the formation."

or

"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am a Solicitor of the
Supreme Court engaged in the formation

of C.G. FOX & COMPANY

Limited

and That all the requirements of the Companies Act, 1929,
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 46/7 London Wall
in the City of London
the 8th day of March
one thousand nine hundred and thirty-five.

Before me,

Arthur White

A Commissioner for Oaths.

W Gordon Hill

K1712
298264/v
No. of Company_____

[C.A. 80]
10-4-34.



C.G.FOX & COMPANY

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 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.)

REGISTERED

14 MAR 1935

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

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;
AND TEMPLE ROW, BIRMINGHAM.

Presented by

WM. EASTON & SONS,
Solicitors,
43 London Wall, E.C.2.

The NOMINAL CAPITAL of C.G. FOX & COMPANY

Limited

is £ 25,000 divided into 25,000 shares of £ 1. each

Signature

Wm Easton Jones
Solicitors for the Company
43 London Wall. E.C.2.

State whether Director, or Manager, or Secretary.

Date 5th day of March 19 35.



298264 *3*



THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

C. G. Fox & Company
Limited.

REGISTERED

14 MAR 1935

1. The name of the Company is "C. G. Fox & COMPANY LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(A) To acquire and carry on business as manufacturers of, and dealers in, chemicals, gases, drugs, medicines, plaster of Paris, gypsum, plasters, disinfectants, fertilisers, salts, acids, foodstuffs, oils, isinglass, colours, glues, gums, pigments, varnishes, compositions, dyes, quill pens, tooth picks, brushes, toilet requisites, and preparations, perfumes, proprietary articles, laboratory re-agents, and chemical, photographic, electrical, surgical, hospital laboratory and scientific furniture, equipment, apparatus and materials.

Stock
10/11/35
initials

298264 208

- (B) To carry on business as wholesale and retail chemists and druggists, chemical engineers, sterilizers, dyers, cleaners, makers of chemical plant and materials, nurses and outfitters, laboratory proprietors, charcoal manufacturers, metallurgists, engineers, and metal and woodworkers, printers, publishers, booksellers, library proprietors, watchmakers, and jewellers, goldsmiths and silversmiths, electroplaters, fancy goods dealers, grocery and provision dealers, and general storekeepers.
- (C) To act as analytical and consulting chemists, and to undertake analytical and research work of any kind.
- (D) To carry on business as manufacturers, producers, distillers and importers of, and dealers in, naval and ships plant, apparatus, fittings, equipment, stores and provisions of all descriptions and of and in, oils, lubricants, greases, tallow, petrol, paraffin, benzole, motor spirits, tar, bitumen, petroleum, wax, beeswax, oil fuels, and fuel both liquid and solid of all descriptions.
- (E) To carry on business as oil brokers, merchants and factors, oil blenders, brokers, merchants and factors of marine and ships plant, apparatus, fittings, equipment, stores and provisions of all descriptions, boilers, refiners, distillers, separators, waste oil dealers, oil well owners, manufacturing chemists and druggists, colliery proprietors, ironmasters, steel makers, ironfounders, metal and alloy workers, mechanical, electrical and general engineers, wood and timber merchants, joiners and woodworkers, petroleum storage contractors, ship owners, barge owners, lightermen, dock owners, wharfingers, warehousemen, storage contractors, shippers, forwarding agents, garage proprietors, coal, coke and fuel merchants, carriers and haulage contractors, and oilcake, fertiliser and foodstuffs manufacturers and dealers.
- (F) To carry on business as manufacturers of, and dealers in, hardware of every description, including engineers' stocks and sundries, machinery, tools, measures, gauges, mats,

brushes, brooms, japanned and enamelled goods, hollow-ware, and all household, office and shop utensils and fittings.

- (G) To carry on business as ironmongers and hardware-dealers, locksmiths, blacksmiths, wireless goods dealers, drysalters, oil and colour merchants, grocers, provision merchants, hay, straw, corn and seed merchants, electricians, engineers, carriers, garage proprietors, and general storekeepers.
- (H) To purchase or otherwise acquire letters patent, brevets d'invention, concessions, licences, inventions, rights and privileges, secret or other information as to any invention subject to royalty or otherwise and whether exclusive or non-exclusive or limited, or any part interest in such letters patent, brevets d'invention, concessions, licences, inventions, rights and privileges of or relating to or capable of being used of or in connection with the trades or business which the Company shall or may be entitled to carry on and whether in the United Kingdom or in any other part of the world.
- (I) To use, exercise, develop, grant licences in respect of or otherwise turn to account any such patents, brevets d'invention, licences, concessions, and the like and information aforesaid.
- (J) To manufacture and produce, buy, sell, hire, let, trade and deal in all machinery, plant, articles, materials, appliances, apparatus, goods, commodities and things capable of being manufactured, produced, bought, sold, hired, let, or traded in by virtue of or in connection with any of the objects of the Company.
- (K) To carry on business as carriers by land or sea, and as railway and tramway owners, wharfingers, lightermen, warehousemen, ship owners, builders and owners of airships, aeroplanes and vessels of all kinds, locomotives,

traction engines, motors, wagons and rolling stock, and as shipping agents and forwarders of goods, to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private, tramways, railways, roads, electric light and power works, aqueducts, reservoirs, waterworks, watercourses, canals, flumes, irrigations, drainage, crushing mills and smelting works, refineries, brick works, tanks, pipe lines and any other works conducive to the objects of the Company.

- (L) To carry on business as Bankers, capitalists, financiers, and merchants.
- (M) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (N) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (O) To lend and advance money or give credit either with or without security to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, but not to carry on the business of a registered moneylender.
- (P) To receive money on deposit or loan and 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 (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (q) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (r) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (s) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (t) To draw, make, accept, endorse, negotiate, discount and

execute promissory notes, bills of exchange, and other negotiable instruments.

- (u) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed 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 determine.
- (v) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (w) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (x) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of which shall be in

any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (y) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests or possessed of property suitable for the purposes of the Company.
- (z) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board 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 expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (AA) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (BB) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the

undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (CO) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (DN) 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.
- (EE) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (FF) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any issuing house or firm or person either issuing or purchasing, with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock and to apply, at the cost of the

Company, to Parliament for any extension of the Company's powers.

- (GG) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or assist any association of employers or employees or any trade association.
- (HH) To procure the Company to be registered or recognised in any colony or dependency and in any foreign country or place.
- (II) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (JJ) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and to do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to

include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this Clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraph or in the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act 1923 and the Road Traffic Acts 1930 to 1934 and to re-insure any risks under any class of assurance to which those Acts apply.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 shares of £1 each with such rights as are defined by the Articles of Association registered herewith subject however to the right and power to modify or vary the same contained in Clause 3 of Table "A" in the First Schedule to the Companies Act 1929.

Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued or subject to any such conditions or provisions, and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 3 of Table "A" aforesaid.

WE, the several persons whose names, addresses and descriptions are hereunto 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
<i>Charles George Fox</i> <i>61 St. Mary Axe, London, E.C.3</i> <i>Chemical Manufacturer</i>	<i>one share</i>
<i>Charles Martin Fox</i> <i>61 St. Mary Axe, London, E.C.3</i> <i>Chartered Accountant</i>	<i>one share</i>
<i>Jules Wilfrid Fox</i> <i>61, St. Mary Axe, London E.C.3.</i> <i>Chemical Manufacturer.</i>	<i>one share</i>

Dated the *Third* day of *March*, 1935

Witness to the above Signatures—

W Gordon Allen
43 London Wall London E.C.2
Solicitor

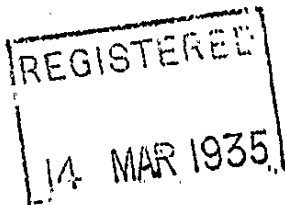


298264 *rk*



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



Articles of Association

OR

C. G. Fox & Company Limited.

PRELIMINARY.

1. Subject as hereinafter provided, the Regulations contained in Table "A" in the First Schedule to the Companies Act, 1929 (hereinafter referred to as Table "A") shall apply to the Company.

2. Clauses 19, 34, 35, 45, 50, 54, 64, 66, 69, 72, 93 and 101 of Table "A" shall not apply to the Company but the clauses hereinafter contained, and the remaining clauses of Table "A" subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, and accordingly (1) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing; (2) the number of the 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

298264-1935

be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company.

CAPITAL.

4. The original capital is £25,000 divided into 25,000 shares of £1 each.

SHARES.

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 3 hereof, and provided that no shares shall be issued at a discount except as provided by the Companies Act, 1929, Section 47.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 to be filed shall be duly filed, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or

recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES.

8. The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of shares to a person of whom they do not approve, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

ALTERATION OF CAPITAL.

9. The Company may from time to time by Ordinary Resolution increase the share capital by the creation of new shares of such amount as may be deemed expedient and any new shares from time to time so created shall be at the disposal of the Directors upon and subject to the terms and conditions as are contained in Clause 5 of these Articles of and concerning the original shares.

10. The new shares may from time to time be issued with any such right of preference whether in respect of dividend or of repayment of capital or both or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred rights as compared with any other shares previously issued or then about to be issued or subject to any such conditions or provisions and with any such right or without any right of voting as the general meeting resolving upon the creation thereof shall determine and if not so determined then as the Directors shall determine.

11. The Company in general meeting may, before the issue of any new shares, determine that the same or any of them shall be offered in the first instance and either at par or at a premium to all the then holders of any class of shares in proportion to the amount of the capital held by them or make any other provisions as to the issue and allotment of the new shares; but, in default of any such determination or so far as the same shall not extend the new shares may be dealt with as if they formed part of the shares in the original capital.

PROCEEDINGS AT GENERAL MEETINGS.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. Two members personally present shall be a quorum.

13. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members or by the holder or holders present in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company

shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

14. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote for every share held by him.

DIRECTORS.

15. Until otherwise determined in General Meeting the number of the Directors shall not be less than two nor more than seven.

16. The names of the first Directors shall be determined in writing by the signatories to the Memorandum of Association.

17. The qualification of a Director shall be the holding of at least one Ordinary share in the Company. A Director may act before acquiring his qualification, but must acquire the same within two months after his appointment or election.

POWERS AND DUTIES OF DIRECTORS.

18. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

19. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

20. The Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company.

DISQUALIFICATION OF DIRECTORS.

21. The office of a Director shall be vacated :—

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.

(3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.

(4) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.

(5) If he is found lunatic or becomes of unsound mind.

22. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

23. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provision, namely, that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act, 1929. After he has so declared his interest in any contract or proposed contract he may vote as a Director in respect of the contract or proposed contract or any matter arising thereout.

PROCEEDINGS OF DIRECTORS.

24. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARY.

25. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

RESERVE.

26. Before recommending a dividend the Directors may set aside any part of the net profits of the Company to create a Reserve Fund, and may apply the same either by employing it in the business of the Company or by investing it in such manner (not being the purchase of or by way of loan upon the shares of the Company) as they shall think fit, and the income arising from such Reserve Fund shall be treated as part of the gross profits of the Company. Such Reserve Fund may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an Insurance Fund, equalising

dividends, paying special dividends, or bonuses, or for any other purpose for which the net profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which they shall not think fit to divide or to place to reserve.

27. A General Meeting may direct the capitalisation of the whole or any part of the profits for the time being of the Company or the whole or any part of the reserve fund or funds of the Company:—

- (1) By the distribution among the holders of the shares of the Company in proportion to the amounts paid or credited as paid thereon respectively (otherwise than in advance of calls) of paid up shares, debentures or debenture stock, bonds or other obligations of the Company; or
- (2) By crediting any shares of the Company which may have been issued and are not fully paid up in proportion to the amounts paid or credited as paid thereon respectively (otherwise than in advance of calls) with the whole or any part of the sums remaining unpaid thereon; and the Directors shall give effect to such resolution and apply such portion of the profits or reserve fund as may be required for the purpose of making payment in full at par for the shares, debentures or debenture stock, bonds or other obligations of the Company so distributed (or as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on the shares which may have been issued and are not fully paid up, provided that no such distribution or payment shall be made unless recommended by the Directors, and where any difficulty arises in regard to the distribution or payment the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and generally may make such arrangements for the allotment, acceptance and sale of such shares, debentures or debenture stock, bonds or other obligations

and fractional certificates and otherwise as they may think fit. In cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalization may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon, but so that as between the holders of the fully paid shares and the partly paid shares the sums so applied in the payment up of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro rata in proportion to the nominal amounts of the shares then already fully paid and the amounts then already paid or credited as paid on the partly paid shares. When required a proper contract shall be filed in accordance with the provisions of the Companies Act 1929, and the Directors may appoint any person to sign such contract on behalf of the members participating in such distribution or whose shares shall be so credited as fully or partly paid, and such appointment shall be effective and the contract may provide for the acceptance by such members of the shares to be allotted to them respectively or (as the case may be) of the sums so credited as paid on the shares then already held by them respectively in satisfaction of their claims in respect of the sum so capitalized. Unless otherwise determined at a General Meeting the distribution or payment provided for by this Article shall be confined to the holders of Ordinary Shares and to holders of Preference Shares and to which rights of participation in profits are expressly attached in addition to the preferential dividend thereon.

INDEMNITY.

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (C) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of

the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by the said section.

WINDING-UP.

29. In a winding-up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Charles George Fox
 61 St. Mary Ave, London E.C.3
 Chemical Manufacturer.

Charles Martin Fox,
 61 St. Mary Ave, London, E.C.3
 Chartered Accountant.

Jules Wilfrid Fox
 61, St. Mary Ave, London, E.C.3.
 Chemical Manufacturer.

Dated this Third day of March, 1935.

Witness to the above Signatures—

W Gordon Liu
 43 London Wall London E.C.2
 Solicitor

No. 298264



Certificate of Incorporation

I Hereby Certify,

That

C. G. FOX & COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this fourteenth day of March One

Thousand Nine Hundred and thirty-five.

Greenwood

Registrar of Companies,

Certificate received by J. Partridge for Wm Easton & Sons

43 London Wall

EB

Date 14 March 1935

No. 298264.

98

~~PROOF 29-6-48 4115~~



THE COMPANIES ACTS, 1929 AND 1947.

COMPANY LIMITED BY SHARES.

Special Resolution
OF
C. G. Fox & Company Limited

Passed 30th June, 1948.



At an Extraordinary General Meeting of the above-named Company, duly convened and held at Byron House, 7/9, St. James's Street, S.W.1, on the 30th day of June, 1948, the following Resolution was passed as a Special Resolution:—

That the name of the Company be changed to The
Verpine Company Limited.

H. J. M. L.

Chairman.

Filed by

Gordon Holmes & Co.

5 Upper Belgrave St.,

London. S.W.1.

12 JUL 1948



No. 298264. / 29

It is requested that any reply to this letter
may be addressed to The Assistant Secretary,
Insurance and Companies Dept., Romney
House East, Tufon Street, S.W.1. (Telephone
Chamber, Abbey 3801), and that the following
number may be quoted:— COS. 3877/48

B

[C.D.39.]

RECEIVED

3 - AUG 1948

Very respectfully EGS/O/JP

Gentlemen,



BOARD OF TRADE,

29th July, 1948

C.G. FOX & COMPANY LIMITED

With reference to your application of the 12th July, 1948,

I am directed by the Board of Trade to inform you that they approve
of the name of the above-named company being changed to

THE VERPINE COMPANY LIMITED.

REGIS

3 - AUG 1948

This communication should be tendered to the Registrar of
Companies, Bush House, (S.W. Wing), Strand, London, W.C.2.,
with his authority for entering the new name on the Register, and for
issuing his certificate under Section 18 (3) of the Companies Act, 1929.
A Postal Order for 5/- made payable to the Commissioners of Inland
Revenue, must at the same time be forwarded to the Registrar in
payment of the registration fee.

I am, Gentlemen,

Your obedient Servant,

Messrs. Godden, Holme & Co.,
5, Upper Belgrave Street,
London, S.W.1.

(1733) No. 28394/9861 2m 9/46 C. & Co. 745(8)
(1733) No. 35711/1202 2m 11/46 C. & Co. 745(8)

A3356

Jan Kuyper

DUPLICATE FOR THE FILE

No. 298264



Certificate of Change of Name

I hereby Certify that.....

.....C.G. FOX & COMPANY LIMITED.....

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

.....THE VERPINE COMPANY LIMITED.....

and I have entered such new name on the Register accordingly.

Given under my hand at London, this third day of August One thousand nine hundred and forty-eight.

W. A. Lester
Registrar of Companies.

Certificate received by E. House for Edder Holmes & Co.

Date 9th Aug. 1948.

bal

No. 298264/31

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

OF

The Verpine Company Limited

Passed 12th November, 1948.



At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Byron House, 7, 8 & 9, St. James's Street, London, S.W.1, on the 12th day of November, 1948, the following Resolution was duly passed as a Special Resolution:—

"That the regulations contained in the printed document submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof."

J. L. Paul Chairman.

Presented by:

Goddard Holmes & Co.
5 Upper Belgrave St.
S.W.1.

A 4330

No. 298264.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE VERPINE COMPANY
LIMITED *L.D.*

(Adopted by Special Resolution passed the 12th day of November, 1948.)

~~Incorporated the~~ day of ~~1948.~~

L.D.
Chairman.

GODDEN, HOLME & CO.,

5, Upper Belgrave Street,

London, S.W.1.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE VERPINE COMPANY

LIMITED.

(Adopted by Special Resolution passed the 12th day of November 1948.)

PRELIMINARY.

1. The Company is a "Private Company" within the meaning of Section 28 of the Companies Act, 1948 (hereinafter referred to as "the Act") and the regulations contained in Part II of Table "A" (hereinafter referred to as Table "A") in the First Schedule to the Act, including such of the regulations contained in Part I of Table "A" as are incorporated in Part II by Clause 1 thereof, shall apply to the Company, save in so far as they are excluded or varied hereby.

2. Clauses 24, 53, 75 and 106 of Part I of Table "A" shall not apply to the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 2 of Part II of Table "A," and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

TRANSFER OF SHARES.

4. In Clause 11 of Part I of Table "A" the words "not being a fully-paid share" and "other than fully-paid shares" shall be omitted.

GENERAL MEETINGS.

5. In Clause 58 (B) of Part I of Table "A" the word "two" shall be substituted for the word "three."

6. The words "twenty-four" shall be substituted for the words "forty-eight" in Article 69 of Part I of Table "A."

DIRECTORS.

7. The number of the Directors shall not be less than two nor more than ten.

8. In Clause 79 of Part I of Table "A" the words "Provided that" and all words which follow them shall be omitted.

9. A resolution in writing signed or approved by letter or telegram by all the Directors for the time being entitled to notice of a meeting of Directors or (in the case of Directors who have appointed alternates) by their alternate Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. No Director for the time being out of the United Kingdom shall be entitled to notices convening meetings of the Directors, and it shall not be obligatory to send such notices to any Director for the time being out of the United Kingdom.

10. A Director shall be entitled to contract or participate in the profits of any contract with the Company in the same manner as if he were not a Director, and shall be entitled to vote at a meeting of the Directors in respect of any contract or arrangement in which he is interested and accordingly sub-clauses (2) and (4) of Clause 84 of Part I of Table "A" shall not apply.

11. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution unanimously passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

No. OF COMPANY.....298264

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members is kept or of any Change in that place.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

THE VERPINE COMPANY

LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the Register of Members of the Company is kept at

2, St. Mary Axe, London, E.C.3.

(Signature).....

Mr. A.F. Anthony

(State whether Director or Secretary).....Secretary.

DATED the.....Fourteenth.....day of.....March.....19.68.

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of the incorporation of the Company or of the change, as the case may be.

CAT. NO. C.F. 103.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S2477(B)

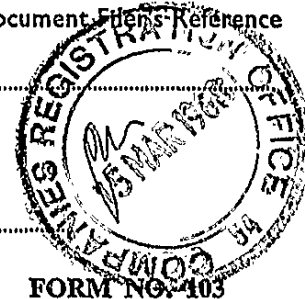
Presented by

Mr. A.F. Anthony,

2, St. Mary Axe,

London, E.C.3.

Document File's Reference



FORM NO. 103

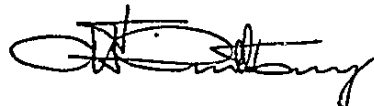
This margin to be reserved for binding.

NO. 298264 74

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
of
THE VERPINE COMPANY LIMITED.

-----o o o-----

DECLARED THAT this copy of the Company's Memorandum
and Articles of Association contains all amendments resolved
to be made prior to 1st January, 1973.
For THE VERPINE COMPANY LIMITED



Secretary.

16

COMPANY SECRETARY
30 JAN 1973

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE VERPINE COMPANY LIMITED

1. The name of the Company is "The Verpine Company Limited" ** LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (A) To acquire and carry on business as manufacturers of, and dealers in, chemicals, gases, drugs, medicines, plaster of Paris, gypsum, plasters, disinfectants, fertilisers, salts, acids, foodstuffs, oils, isinglass, colours, glues, gums, pigments, varnishes, compositions, dyes, quill pens, tooth picks, brushes, toilet requisites, and preparations, perfumes, proprietary articles, laboratory re-agents, and chemical, photographic, electrical, surgical, hospital laboratory and scientific furniture, equipment, apparatus and materials.

**

The name of the Company was
changed from C.G.Fox & Company
Limited with effect from 3/8/1948

- (b) To carry on business as wholesale and retail chemists and druggists, chemical engineers, sterilizers, dyers, cleaners, makers of chemical plant and materials, nurses' outfitters, laboratory proprietors, charcoal manufacturers, metallurgists, engineers, and metal and woodworkers, printers, publishers, booksellers, library proprietors, watchmakers, and jewellers, goldsmiths and silversmiths, electroplaters, fancy goods dealers, grocery and provision dealers, and general storekeepers.
- (c) To act as analytical and consulting chemists, and to undertake analytical and research work of any kind.
- (d) To carry on business as manufacturers, producers, distillers and importers of, and dealers in, naval and ships plant, apparatus, fittings, equipment, stores and provisions of all descriptions and of and in, oils, lubricants, greases, tallow, petrol, paraffin, benzole, motor spirits, tar, bitumen, petroleum, wax, beeswax, oil fuels, and fuel both liquid and solid of all descriptions.
- (e) To carry on business as oil brokers, merchants and factors, oil blenders, brokers, merchants and factors of marine and ships plant, apparatus, fittings, equipment, stores and provisions of all descriptions, boilers, refiners, distillers, separators, waste oil dealers, oil well owners, manufacturing chemists and druggists, colliery proprietors, ironmasters, steel makers, ironfounders, metal and alloy workers, mechanical, electrical and general engineers, wood and timber merchants, joiners and woodworkers, petroleum storage contractors, ship owners, barge owners, lightermen, dock owners, wharfingers, warehousemen, storage contractors, shippers, forwarding agents, garage proprietors, coal, coke and fuel merchants, carriers and haulage contractors, and oilcake, fertiliser and foodstuffs manufacturers and dealers.
- (f) To carry on business as manufacturers of, and dealers in, hardware of every description, including engineers' stocks and sundries, machinery, tools, measures, gauges, mats,

brushes, brooms, japanned and enamelled goods, hollow-ware, and all household, office and shop utensils and fittings.

- (g) To carry on business as ironmongers and hardware dealers, locksmiths, blacksmiths, wireless goods dealers, drysalter, oil and colour merchants, grocers, provision merchants, hay, straw, corn and seed merchants, electricians, engineers, carriers, garage proprietors, and general storekeepers.
- (h) To purchase or otherwise acquire letters patent, brevets d'invention, concessions, licences, inventions, rights and privileges, secret or other information as to any invention subject to royalty or otherwise and whether exclusive or non-exclusive or limited, or any part interest in such letters patent, brevets d'invention, concessions, licences, inventions, rights and privileges of or relating to or capable of being used of or in connection with the trades or business which the Company shall or may be entitled to carry on and whether in the United Kingdom or in any other part of the world.
- (i) To use, exercise, develop, grant licences in respect of or otherwise turn to account any such patents, brevets d'invention, licences, concessions, and the like and information aforesaid.
- (j) To manufacture and produce, buy, sell, hire, let, trade and deal in all machinery, plant, articles, materials, appliances, apparatus, goods, commodities and things capable of being manufactured, produced, bought, sold, hired, let, or traded in by virtue of or in connection with any of the objects of the Company.
- (k) To carry on business as carriers by land or sea, and as railway and tramway owners, wharfingers, lightermen, warehousemen, ship owners, builders and owners of airships, aeroplanes and vessels of all kinds, locomotive

traction engines, motors, wagons and rolling stock, and as shipping agents and forwarders of goods, to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private, tramways, railways, roads, electric light and power works, aqueducts, reservoirs, water-works, watercourses, canals, flumes, irrigations, drainage, crushing mills and smelting works, refineries, brick works, tanks, pipe lines and any other works conducive to the objects of the Company.

- (l) To carry on business as Bankers, capitalists, financiers, and merchants.
- (m) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (n) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (o) To lend and advance money or give credit either with or without security to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, but not to carry on the business of a registered moneylender.
- (p) To receive money on deposit or loan and 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 (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (Q) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (R) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (S) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (T) To draw, make, accept, endorse, negotiate, discount and

execute promissory notes, bills of exchange, and other negotiable instruments.

- (u) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed 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 determine.
- (v) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (w) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (x) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of which shall be in

any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (y) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests or possessed of property suitable for the purposes of the Company.
- (z) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board 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 expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (AA) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (BB) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the

undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (cc) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (dn) 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.
- (ee) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (ff) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any issuing house or firm or person either issuing or purchasing, with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock and to apply, at the cost of the

Company, to Parliament for any extension of the Company's powers.

- (GG) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or assist any association of employers or employees or any trade association.
- (HH) To procure the Company to be registered or recognised in any colony or dependency and in any foreign country or place.
- (II) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (JJ) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and to do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to

include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this Clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraph or in the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act 1923 and the Road Traffic Acts 1930 to 1934 and to re-insure any risks under any class of assurance to which those Acts apply.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 shares of £1 each with such rights as are defined by the Articles of Association registered herewith subject however to the right and power to modify or vary the same contained in Clause 3 of Table "A" in the First Schedule to the Companies Act 1929.

Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued or subject to any such conditions or provisions, and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 3 of Table "A" aforesaid.

WE, the several persons whose names, addresses and descriptions are hereunto 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
CHARLES GEORGE FOX, 61 St. Mary Axe, London, E.C.3, Chemical Manufacturer.	One share.
CHARLES MARTIN FOX, 61 St. Mary Axe, London, E.C.3, Chartered Accountant.	One share.
JULES WILFRID FOX, 61 St. Mary Axe, London, E.C.3, Chemical Manufacturer.	One share.

Dated the 3rd day of March, 1935.

Witness to the above Signatures—

W. GORDON HILL,
 43 London Wall,
 London, E.C.2,
 Solicitor.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE VERPINE COMPANY

LIMITED.

(Adopted by Special Resolution passed the 12th day of November 1948.)

PRELIMINARY.

1. The Company is a "Private Company" within the meaning of Section 28 of the Companies Act, 1948 (hereinafter referred to as "the Act") and the regulations contained in Part II of Table "A" (hereinafter referred to as Table "A") in the First Schedule to the Act, including such of the regulations contained in Part I of Table "A" as are incorporated in Part II by Clause 1 thereof, shall apply to the Company, save in so far as they are excluded or varied hereby.

2. Clauses 24, 53, 75 and 106 of Part I of Table "A" shall not apply to the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 2 of Part II of Table "A," and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

TRANSFER OF SHARES.

4. In Clause 11 of Part I of Table "A" the words "not being a fully-paid share" and "other than fully-paid shares" shall be omitted.

GENERAL MEETINGS.

5. In Clause 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three."

6. The words "twenty-four" shall be substituted for the words "forty-eight" in Article 69 of Part I of Table "A."

DIRECTORS.

7. The number of the Directors shall not be less than two nor more than ten.

8. In Clause 79 of Part I of Table "A" the words "Provided that" and all words which follow them shall be omitted.

9. A resolution in writing signed or approved by letter or telegram by all the Directors for the time being entitled to notice of a meeting of Directors or (in the case of Directors who have appointed alternates) by their alternate Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. No Director for the time being out of the United Kingdom shall be entitled to notices convening meetings of the Directors, and it shall not be obligatory to send such notices to any Director for the time being out of the United Kingdom.

10. A Director shall be entitled to contract or participate in the profits of any contract with the Company in the same manner as if he were not a Director, and shall be entitled to vote at a meeting of the Directors in respect of any contract or arrangement in which he is interested and accordingly sub-clauses (2) and (4) of Clause 84 of Part I of Table "A" shall not apply.

11. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution unanimously passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

The Companies Acts 1948 to 1981

Company Limited by Shares

SPECIAL RESOLUTION

OF

THE VERPINE COMPANY LIMITED

Passed 26th July, 1982

At the Annual General Meeting of the Company held on 26th July, 1982, at which the Company's accounts prepared under Section 1 of the Companies Act 1976 in respect of the accounting period ended 31st March, 1982 were laid before the Company, the following resolution was passed as a Special Resolution.

Special Resolution

"That under the provisions of Section 12 of the Companies Act 1981, auditors be not appointed."



G.A. ADKIN
Chairman



298264
Registered No. ~~260967~~

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

THE VERPINE COMPANY LIMITED



Passed the 14th day of November 1989

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Cayzer House, 1 Thomas More Street, London, E1 9AR, on the 14th November 1989 the following SPECIAL RESOLUTION was duly passed:-

THAT the name of the Company be changed to Uto1 Limited.

Secretary

Dated 14th November 1989



NW £120/P3/04-7558

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 298264

I hereby certify that

THE VERPINE COMPANY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

UTOL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 4 DECEMBER 1989


P. BEVAN

an authorised officer

Registered No. 298264

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

UTOL LIMITED

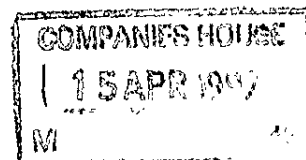
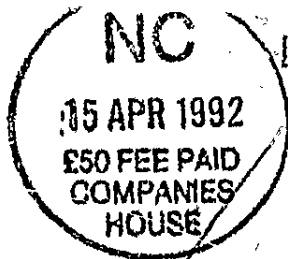
Passed the 3rd day of April 1992

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at 36 Great St Helen's, London, EC3A 6AP on the 3rd April 1992 the following SPECIAL RESOLUTION was duly passed:-

THAT the name of the Company be changed to Natural Solutions Limited.

.....
Secretary

Dated 3rd April 1992



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 298264

I hereby certify that

UTOL LIMITED

having by special resolution changed its name,
is now incorporated under the name of

NATURAL SOLUTIONS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 23 APRIL 1992

M. Rose
M. ROSE

an authorised officer