

Number of
Company }

394683

[Form No. 41.]

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

**REQUIREMENTS OF THE COMPANIES
ACT, 1929,**

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

FLEXIBOX

LIMITED.

(See Page 2 of this Form.)

59458-39

Telegrams: "Certificate, Est and, London."

Telephone No.: Holborn 0434 (3 Lines).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented by , , ,

HERBERT SMITH & CO.,

62, London Wall, E.C.2.

APR 1929



AUBREY HERBERT SMITH

of 62 London Wall in the City of London

NOTE.—This "r" is reserved for binding, and must not be written across.

*Here insert—
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a Solicitor of the

Supreme Court engaged in the formation of

FLEXIBOX

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 20, Copthall Avenue,
London Wall, E.C.2.

the 6th day of April

One thousand nine hundred and Fortyfive

before me,

A Commissioner for Oaths.†

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital OF

FLEXIBOX

LIMITED,

ursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

52816-33

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (3 Lines.)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2
and 13 BROAD STREET PLACE, E.C. 2.

ted by

HERBERT SMITH & CO.,

62, London Wall, E.C. 2.

APR 1933

THE NOMINAL CAPITAL

OF

FLEXIBOX LIMITED,

is Six hundred Pounds,

divided into Six hundred Shares

of One pound each.

Signature

Harold Smith

Description Solicitors to the Company

Dated the 9th day

of April 1945

NOTE.—The margin is reserved for binding, and must not be written across.

** This Statement should be signed by an Officer of the Company.



COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
FLEXIBOX LIMITED.

1. The name of the Company is "FLEXIBOX LIMITED."
2. The registered office of the Company is situate in England.
3. The objects for which the Company is established are—
 - (I) To carry on business as mechanical, motor, electrical, constructional, marine, hydraulic, oil, fuel, civil, consulting and general engineers, ironmasters, ironfounders, ironworkers, steelmakers, blast furnace proprietors, brass-founders and metal makers, refiners and workers generally.
 - (II) To carry on business as shipbuilders and shipwrights, dock and wharf proprietors, colliery proprietors, ore importers and workers, sand-blast workers, millwrights, wheelwrights, wood and timber merchants, machinists, japanners, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors and oil merchants, and contractors generally.
 - (III) To carry on business as manufacturers of and dealers in forgings, castings, guns, projectiles, plates, boilers, engines, stoves, screws, nails, machinery, presses, implements, gears, tools, motor lorries, omnibuses, coaches, tramcars, locomotives, marine engines, railway carriages and trucks, and other vehicles, steamships, motor vessels, aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware, and wireless goods, shipowners, barge owners, lightermen, dock owners, wharfingers, warehousemen, storage contractors, shippers, forwarding agents, coal, coke and fuel merchants, carriers and haulage contractors.
 - (IV) To apply for, purchase or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, trade marks, licences, protections and concessions, and the like, conferring any exclusive or non-exclusive or limited right to use any invention which may appear likely to be advantageous or useful to the Company, and to use, manufacture under, exercise, develop 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.
 - (V) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified kinds of business, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
 - (VI) To purchase or by any other means acquire any lands, buildings, offices, factories, works, and any real or personal property or rights whatsoever which the Directors may think necessary or convenient for the business of the Company, and to construct, maintain and alter any buildings or works necessary or convenient therefor.
 - (VII) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on or which can be carried on in conjunction therewith, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell or otherwise dispose of any shares, debentures, debenture stock or securities so received.

- (viii) To lend and advance money with or without security, or give credit to such persons and on such terms as may seem expedient, and in particular to persons having dealings with the Company, but not to carry on the business of a registered moneylender.
- (ix) 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.
- (x) 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.
- (xi) To give guarantees and indemnities of all descriptions, and in particular to guarantee and give security for the performance of any contract or obligations of any person, firm or company, and the payment of the capital and principal of, and dividends and interest on, any stocks, shares or securities of any company, firm or person whatsoever.
- (xii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (xiii) 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 extending any of the Company's powers, 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 interest.
- (xiv) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any company or person that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, 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.
- (xv) 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.
- (xvi) 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, 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.
- (xvii) To procure the Company to be registered or recognised in any colony or dependency and in any foreign country or place.
- (xviii) 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.
- (xix) To sell, mortgage or otherwise dispose of the undertaking and/or assets of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, and to lease or underlet any part of the property or rights of the Company, for such term and at such rent, or without rent, and to such persons (including Directors or members of the Company) as may be thought fit.
- (xx) 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 and 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

Director or person who may have served the Company, or to the wives, children or other relatives of such Director or person; to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any Directors or persons employed by the Company, and to subscribe or assist any association of employers or employees or any trade association.

(XXI) To distribute among the members of the Company in specie any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

(XXII) 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; to do all such other things as may be deemed incidental or conducive to the attainment of 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 paragraphs) or to 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, or any Act amending, extending or re-enacting the same, or 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 £800, divided into 600 shares of £1 each.

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

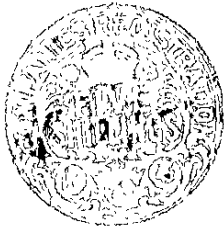
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Irmy Elizabeth Slook</i> <i>29 Toronto Avenue,</i> <i>Manor Park, E.12.</i> <i>Solicitors' Clerk</i>	<i>One</i>
<i>Lillie Marks</i> <i>362 Clitheroe Court.</i> <i>Alexandra Avenue,</i> <i>South Harrow, Middx.</i> <i>Solicitors' Clerk</i>	<i>One</i>

Dated this 9th day of April. 1945.

Witness to the above Signatures—

B. Brunland *Sol*

with Messrs. Finkel Smith & Co
Solicitors 62 - adon wall E.C.2



The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

FLEXIBOX LIMITED.

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter called "Table A") shall apply to this Company, save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. The clauses of Table A, numbered 54, 64, 69, 72, 82, 101 and 104 to 107 (inclusive), shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses of Table A, the following shall be the regulations of the Company.

3. The Company is a "Private Company" within the meaning of the Companies Act 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be members of the Company) shall not exceed 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; (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing; and (4) the Company shall not issue any share warrants to bearer.

4. The business of the Company shall include the several objects mentioned in and within the scope and meaning of the Memorandum of Association, and all incidental matters. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may think fit, and further, may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

5. The initial share capital of the Company is £600, divided into 600 ordinary shares of £1 each.

6. The Company (or the Directors on behalf of the Company) may at any time exercise the powers conferred by Section 43 of the Act of paying a commission (either in cash, shares or debentures) to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares in the Company. The Company may give options over or the call on any of the unissued shares of the Company at par or at a premium on such terms as the Directors think fit.

7. The Directors may refuse to register any transfer of shares, without assigning any reason therefor, and Clause 19 of Table A shall be modified accordingly.

8. In Clause 2 of Table A, where the words "Special Resolution" first occur, there shall be substituted the words "Ordinary Resolution."

9. The lien conferred by Clause 7 of Table A shall apply to all shares, whether fully paid or not.

10. In Clauses 23 of Table A the words "and all expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted immediately after the words "which may have accrued."

11. In Clause 25 of Table A the words "and such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture" shall be inserted immediately after the words "to that effect."

12. Any member by writing under hand may waive notice of any meeting or may accept as sufficient any short, informal, defective, irregular or otherwise insufficient notice of any meeting of the Company or of the business to be transacted thereat. Any member present personally or by proxy at any meeting and not then and there protesting to the contrary shall be deemed to have received full and sufficient notice of such meeting and of the business in fact transacted thereat. The quorum for a General Meeting shall be two members personally present, and Clause 45 of Table A shall be modified accordingly.

Subject to the provisions of the Act relating to Special Resolutions a resolution in writing signed by all the members for the time being of the Company shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.

13. In Clause 49 of Table A the words "and shall if so directed by the meeting" shall be omitted and the words "when a meeting" and all the subsequent words of the clause shall be omitted.

14. In Clause 50 of Table A the words "or not carried by a particular majority" shall be inserted immediately after the word "lost." One member present in person or by proxy may demand a poll, and Clause 50 of Table A shall be modified accordingly.

15. Subject to any special terms as to voting upon which any shares may be issued or may from time to time be held on a show of hands, every member present in person or by proxy shall have one vote only, and on a poll every member who is present in person or by proxy shall have one vote for each share held by them.

16. The number of Directors shall not be less than two nor more than five, and the first Directors shall be appointed in writing by the signatories to the Memorandum of Association.

17. At the Ordinary General Meeting to be held in each year, one-third in number of the Directors shall retire from office, and unless the Directors agree among themselves the Directors to retire shall be determined by lot, and Clause 73 of Table A shall be modified accordingly.

18. The Directors' remuneration shall be such as the Company in General Meeting may from time to time determine, and such remuneration shall be divided amongst them in such proportions as they agree and failing agreement, equally. A Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. A Director shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) expenses as he may incur in attending meetings of the Board and of committees of the Board or General Meetings, or which he may otherwise incur in or about the business of the Company.

19. If any Director being willing, shall be called upon to undertake any journeys in the United Kingdom, or to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company shall remunerate such Director, either by a fixed sum or by a percentage of profits or otherwise, as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his share in any remuneration to which he would otherwise be entitled under the provisions of these Articles.

20. The quorum necessary for the transaction of business of the Directors shall, until otherwise determined by the Directors, be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under the regulations of the Company for the time being vested in the Directors. A resolution in writing signed by all the Directors, other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

21. The Directors may from time to time, at their discretion, borrow from the Directors, members or other persons, any sums of money for the purposes of the Company, and generally exercise all the powers of borrowing and raising money vested in the Company by the Memorandum of Association.

22. The Directors may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company charged (whether fixed or floating) upon all or any part of the property, rights and assets of the Company (both present and future), including its uncalled capital, or by giving, accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or in any other matter authorised by the Memorandum of Association.

23. A Director may hold any other office or place of profit in the Company in conjunction with his Directorship, except that of Auditor, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

24. Each Director shall have the power from time to time, with the unanimous consent of all his co-Directors, to nominate any person to act as alternate Director in his place and stead at all meetings and in all proceedings on which and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall, except as to qualification and remuneration, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and the Director so nominating shall not be responsible for the acts and defaults of the alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

25. The office of a Director shall *ipso facto* be vacated (1) if a receiving order in bankruptcy be made against him or if he becomes bankrupt or suspends payment or compounds with his creditors; (2) if he be found lunatic or of unsound mind; (3) if he be absent from meetings of the Directors for six successive months without leave and his alternate Director (if any) shall not during such period have attended in his stead and the Directors resolve that his office be vacated; (4) if by notice in writing to the Company he resigns his office; (5) if (there being more than two Directors) he be requested by all his co-Directors to resign.

26. No Director or alternate Director shall be disqualified from his office by contracting with the Company, either as vendor, purchaser or otherwise, nor shall any contract between the Company and a Director or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a Director, member or otherwise interested be avoided or affected, nor shall any Director or alternate Director so contracting or being such Director, member or so interested be liable to account to this Company for any profit realised by such contract or arrangement by reason only of such Director holding his office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into account, and the Director interested shall be entitled to vote as a Director and to be counted in the quorum necessary for the transaction of business upon any question relating to such transaction. A general notice that a Director is a member of any specified firm or company shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction.

27. Clause 90 of Table A shall be read and applied as if there were added at the end thereof the words "according to the estimate formed by them thereof."

28. Any General Meeting declaring a dividend may direct payment of such dividend, wholly or in part by the distribution of specific assets, and in particular of paid-up shares, stocks, debentures or debenture stock of the Company, or of any other company, or partly in any two or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution, they may settle the same as they think expedient.

29. All members shall give to the Secretary an address within the United Kingdom for the service of notices and may from time to time give to the Secretary another address to be substituted therefor, and the address so last given shall be deemed to be the registered address of such member, and a notice posted to such registered address shall be deemed to have been duly served on every member who has given such address for registration as aforesaid. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share at the above address. A member who has no registered address in the United Kingdom and has not supplied to the Secretary an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company.

30. If the Company shall be wound up (whether voluntarily or otherwise) the Liquidators may (with the sanction of an Extraordinary Resolution) divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidators with the like sanction shall think fit.

31. Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties, including travelling expenses.

32. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes for the time being in force, the Directors, Managing Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company and their respective executors or administrators shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.

4

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Jay Elizabeth Flook
 2nd Toronto Avenue,
 Manor Park, E. 12.
 Solicitors' Clerk.

Tellie Marks
 362 Clitheroe Court,
 Alexandra Avenue,
 South Harrow, Middx.
 Solicitors' Clerk.

Dated this 9th day of April, 1945.

Witness to the above Signatures—

B. Dunscomb Sells

with license Robert Smith
 Solicitors 62 Ladbroke Hall E.C.2

CERTIFICATE OF INCORPORATION

[Duplicate for the File]

No. 394688

I HEREBY CERTIFY, that

FLEXIBOX LIMITED

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

Given under my hand at **Llandudno** this **thirteenth** day of **April**
One
Thousand Nine Hundred and **forty-five**.

Ab. J. Walters
Registrar of Companies.

Certificate }
received by:- } *Recd. Post.*

Date

COMPANY LIMITED BY SHARES.



Special Resolution

(Pursuant to Section 117 (2))

OF

FLEXIBOX LIMITED.

Passed 22nd January 1946.

REGISTERED

13 FEB 1946

AT an EXTRAORDINARY GENERAL MEETING of the Company,
duly convened, and held at Twining Road, Barton, Manchester,
on Tuesday, the 22nd day of January 1946, the subjoined
Resolution was duly passed as a Special Resolution:—

RESOLUTION.

That the Articles of Association be altered by inserting
at the end of Article 16 the following words:—

“One of the first Directors shall be Fritz Porges and he
“shall be entitled to hold that office so long as he shall
“hold shares of the nominal value of £200, and accordingly
“he shall not be liable to retirement by rotation, nor taken
“into account in ascertaining the number of Directors to
“retire by rotation, neither shall he be liable to be removed
“from office, but he shall cease to be a Director in either
“of the events specified in Sub-clauses (1), (2), (3) and (4)
“of Article 25 of the Articles of Association.”

Presented by:-

Herbert Smith & Co

62 London Wall. E.C. 2

J.M.B.—C530-28119

Edmund Hine
EDMUND HINE

Chairman.



3804

TELEPHONE
AFFORD PARK 2651

ALL COMMUNICATIONS TO BE ADDRESSED TO THE COMPANY AND NOT TO INDIVIDUALS.

TELEGRAMS
REFINERY, ECCLES, MANCHESTER

MANCHESTER OIL REFINERY LTD.

CHAIRMAN:
LT. COL. H. STUART EBBEN, O.B.E.

DIRECTORS:
J. M. F. GONON,
CAPT. R. E. F. DE TRAFFORD, O.B.E.,
G. TUGENDHAT, M.B.E. (ECON. LOND.)
[BRITISH SUBJECT AUSTRIAN ORIGIN]

W. D. MILLER, E. J. DUNN, M.B.E. CHIEF E. F. HUNT PET.

MANAGING DIRECTOR:
P. KINO, (AUSTRIAN) PH.D. (VIND) M. (PET. TECH.)

LONDON OFFICE:
ADELAIDE HOUSE, LONDON BRIDGE,
LONDON, E.C.4

TELEGRAMS: TRAFORDOIL, BILGATE, LONDON
TELEPHONE: AVENUE 4754/5



ROAD,

BARTON,

MANCHESTER.

The Directors,
Flexibox Limited,
Twining Road,
Barton,
Manchester.

394688

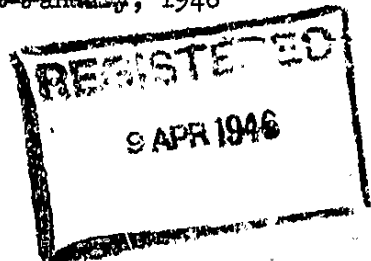
Dear Sirs,

We hereby authorise and direct you to allot to
Mr. Fritz Porges of 15 Sandy Lane, Stretford, the fully paid shares
of £1 each to which we are entitled under the Agreement of 26th February
1946 between ourselves and Mr. Porges with your Company so that
there will be allotted to him all the 200 fully paid shares of
£1 each referred to in such Agreement.

Yours faithfully,
MANCHESTER OIL REFINERY LIMITED

fring-bur and

Directors.



17906

Number of } 394,688
Company

[Form No. 103.]

THE COMPANIES ACT, 1948

Notice of

Place where the Register of Members is
kept, and of any change thereof

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY

Yeloxia

LIMITED.



A
Companies
Registration Fee
Stamp of 5s.
must be impressed
here

11G-96003

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 9341 (5 Lines)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

11, 6 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2



Presented by

H.L. Morris, Secretary

River Plate House, 12/13, South Place, London, E.C.2

Notice
of
Place where the Register of Members is kept,
and of any change thereof,
of

Ylexibox
LIMITED.

To the Registrar of Companies

Ylexibox LIMITED.

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

NOTE.
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

*at the office of the company at Swimming Road,
Grifford Park, Manchester, 17*

Signature..... *H. L. Morris*

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

Dated the..... *2nd* day
of..... *July* 1948.

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

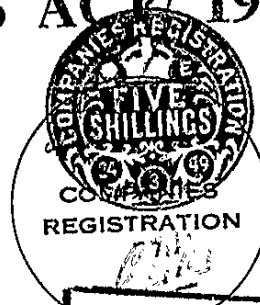
f Company 334,688

C.A. 15.
8/48.
[103]

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).)



A 5s. Companies Registration Fee Stamp must be impressed here.

REGISTERED

24 MAR 1949

Limited.

of Company FLEXIBOX

to the REGISTRAR OF COMPANIES.

Flexibox

Limited hereby gives you notice, in

conformance with subsection (3) of Section 110 of the Companies Act, 1948, that the register

of members of the company is kept at the offices of Manchester Oil Refinery

at Twining Road, Trafford Park, Manchester, 17.

Signature N. L. Morris (Secretary)
(State whether Director or Secretary)

Dated the Twenty-third day of March 1949

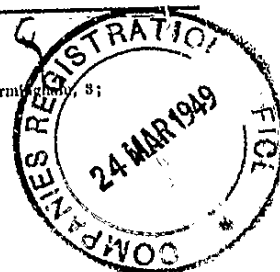
PUBLISHED AND SOLD BY

Waterlow & Sons Limited, London Wall, London, E.C.2, Parliament Street, London, S.W.1: 77, Colmore Row, Birmingham, 3;
12 & 14, Brown Street, Manchester, 2.

Witnessed by

H. L. Morris, Secretary,

170 Piccadilly, London, W.1



number of } 38,508.
company }

Form No. 103.

THE COMPANIES ACT, 1948

Notice of



A
Companies
Registration Fee
Stamp of 5s.
must be impressed
here

Place where the Register of Members is
kept, and of any change in that place

Pursuant to Section 110 Subsection (3) of The Companies Act, 1948

NAME OF COMPANY.

FLEXIBOX
LIMITED

REGISTERED
29 JUL 1950

HC-350484

Forms: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

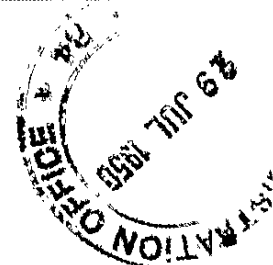
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by

H.L. Morris,

170, Piccadilly, London, W.1.

554



Notice

of

Place where the Register of Members is kept,
and of any change in that place
of

FLEXIBOX
LIMITED

To the Registrar of Companies

FLEXIBOX 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
170, Piccadilly, London, W.1.

NOTE.

The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

Signature.....*M. L. Hensin*.....

Officer Secretary
(State whether Director or Secretary.)

Dated the Twenty-sixth day
of July 1950.

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

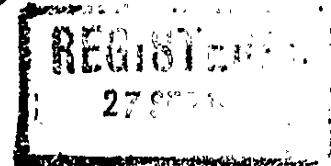
24

THE COMPANIES ACT 1948.



Resolutions
OF
FLEXIBOX LIMITED

Passed 17th September 1951.



AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, held at the Offices of Manchester Oil Refinery Ltd., Twining Road, Trafford Park, Manchester, on 17th September, 1951, the first of the undermentioned Resolutions was duly passed as a SPECIAL RESOLUTION and the next two of the undermentioned Resolutions were duly passed as ORDINARY RESOLUTIONS :—

SPECIAL RESOLUTION.

1. That the Articles of Association of the Company be amended

(i) By inserting the following six new Articles numbered 7A to 7F inclusive immediately after Article 7 :—

" 7A. Save as hereby otherwise provided, no share shall be transferred to any person who is not a Member of the Company so long as any Member is willing to purchase the same at the fair value, which shall be determined as hereinafter provided.

" 7B. In order to ascertain whether any Member is willing to purchase a share at the fair value, the person, whether a Member of the Company or not, proposing to transfer the same (hereinafter called 'the selling Member') shall give a notice in writing (hereinafter called a 'sale notice') to the Company that he desires to sell the same. Every such sale notice shall specify the number and class of shares which the selling Member desires to sell, and shall constitute the Company the agent of the selling Member for the sale of such shares to any Member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

" 7C. If the Company shall, within twenty-eight days after the service of a sale notice, find a Member willing to purchase any share comprised therein (hereinafter called a 'purchasing Member') and shall give notice thereof to the selling Member, the selling Member shall be bound upon payment of the fair value to transfer the share to such purchasing Member: who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to finding a purchasing Member, offer any shares comprised in a sale notice to the persons then holding the remaining shares of that class in the Company, as nearly as may be in proportion to their holdings of that class of shares in the Company (but the Directors shall not make any such offer to, nor take into account for the purpose of fixing the said proportion any Member who is the registered owner of less than 10 shares of that class) and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as regards the finding of a purchasing Member for any shares not accepted by a Member to whom they shall have been so offered as aforesaid within the time so limited as they shall think fit.

" 7D. For the purposes of Articles 7A to 7C inclusive the fair value of any share shall be such a sum as shall be fixed by the Auditors for the time being of the Company on the basis of the last audited Annual Accounts.

" 7E. In the event of the selling Member failing to carry out the sale of any such shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the purchasing Member and may give a good receipt for the purchase price of such shares, and may register the purchasing Member as holder thereof and issue to him a certificate for

27 SEP 1951

the same, and thereupon the purchasing Member shall become indefeasibly entitled thereto. The selling Member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

" 7F. If the Directors shall not, within the space of twenty-eight days after service of a sale notice, find a purchasing Member for all or any of the shares comprised therein and give notice thereof to the selling Member or, if through no default of the selling Member, the purchase of any shares in respect of which notice shall have been given by the Company to the selling Member under Article 7C hereof, shall not be completed within *twenty-one days* from the service of such notice, the selling Member shall at any time within ninety days thereafter, be at liberty, subject to Article 7 hereof, to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing Member) to any person at any price."

- (ii) By inserting the following two new Articles numbered 28A and 28B respectively, immediately after Article 28 :—

" 28A. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to any reserve or reserves and any accretions in value of capital assets) not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits, or, subject as hereinafter provided, any sum standing to the credit of the Company's share premium account, or capital redemption reserve fund and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Members in the proportion in which such profits or sum would have been divisible amongst them had the same been applied, or been applicable, in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other : Provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid.

" 28B. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such Members."

ORDINARY RESOLUTIONS.

2. That the capital of the Company be increased to £11,000 by the creation of 10,400 Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Capital.

3. That the Directors having so recommended, it is desirable that the sum of £10,400 being undivided profits of the Company be capitalised, and accordingly that the Directors are hereby authorised and directed to appropriate the said capitalised sum to the Members holding Ordinary Shares on the date of this Resolution, in proportion to the number of such Ordinary Shares held by them respectively (and so that fractions of a Share shall, if less than one-half, be disregarded and, if of one-half or more, shall count as one Share) and to apply the same on their behalf in paying up in full 10,400 of the unissued Ordinary Shares of £1 each (ranking for all dividends hereafter declared on and in all other respects *pari passu* with the Ordinary Capital of the Company) and allotting and distributing such 10,400 Ordinary Shares, credited as fully paid up, to and amongst such holders or the persons in whose favour they shall renounce their rights in the proportion aforesaid.

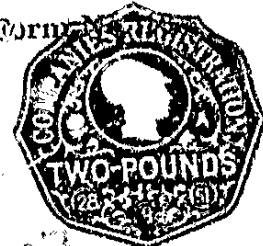
H. L. MORRIS
H. L. MORRIS,

Secretary.

Number of
Company

394.688

Form



THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

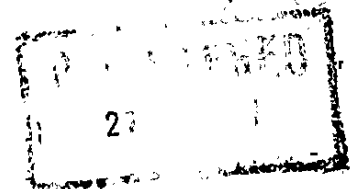
Pursuant to section 63



Insert the
Name
of the
company

Flexibox

LIMITED



NOTE.—This notice must be filed within 15 days after the passing of the Resolution. If default is made by the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

H. L. Morris, Secretary.

170 Piccadilly,

London. W.1.



The Stationers' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies 6A

To THE REGISTRAR OF COMPANIES.

Flexibox Limited, hereby gives you notice, pursuant to
* "Ordinary," Section 63 of the Companies Act, 1948, that by a * Ordinary
"Extraordinary," or Resolution of the Company dated the 17th day of September, 1951.
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £10,400
beyond the Registered Capital of £600

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
10,400	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

The new Shares rank pari passu with
the existing Shares.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

A.L. Mani

State whether Director
or Secretary

Secretary

Dated the Twenty-sixth day of September, 1951.

Note.—This margin is reserved for binding and must not be written across.

Number of }
Company }

334.688

Form No. 26a

26
THE STAMP ACT 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

Flexibox

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

H. L. Morris, Secretary.

170 Piccadilly,

London, W.1.

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Beauford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

Flexibox Limited

has by a Resolution of the Company dated

17th September, 1951. been increased by

the addition thereto of the sum of £ 10,400,

divided into :—

10,400 Shares of £1 each

- Shares of - each

beyond the registered Capital of £600

Signature H. L. Morris

(State whether Director or Secretary) Secretary.

Dated the Twentieth-sixth day of September, 1951.

Note.—This margin is reserved for binding and must not be written across

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ORDINARY RESOLUTION

- of -

FLEXIBOX LIMITED

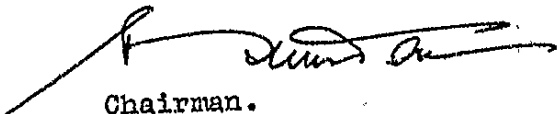


At the ANNUAL GENERAL MEETING of the above named Company duly convened and held at the Refinery, Twining Road, Trafford Park, Manchester, 17, on Wednesday, 30th day of December, 1953, the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:-

ORDINARY RESOLUTION.

23 FEB 1954

It was resolved that the capital of the Company be increased from £11,000 divided into 11,000 ordinary shares of £1 each by the creation of 14,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary capital to £25,000.


Chairman.

FILED with the Registrar of Companies
this day of 1954.

23 FEB 1954

C1133

THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2 and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.


Manager.

Number of
Company

1 2269

35

Form No. 10.

The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



All valorem
Companies
Fee Stamp
including
Registration
Fee of 5s.)
must be
impressed
here

Notice of Increase in the Nominal Capital



OF

FLEXIBOX

LIMITED

Pursuant to Section 63 of The Companies Act, 1948

23 FEB 1954

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED

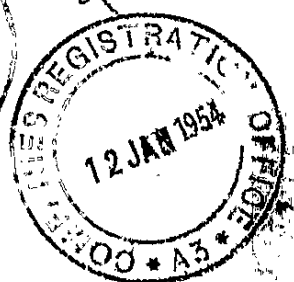
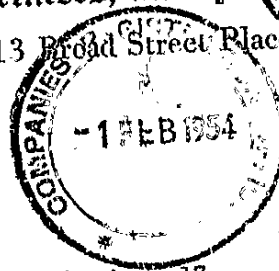
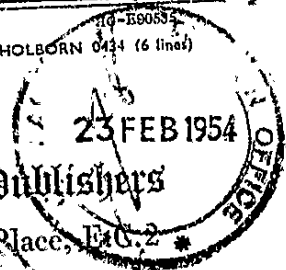
Company Registration Agents, Printers, and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Sent by F. McAllen.

The Refinery.

Trinity Road, Stratford Park, Manchester, 17.



27/6

C.S.

Notice of Increase in the Nominal Capital

OF

PRIVATE

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) an Ordinary resolution of the Company dated the thirtieth day of December 1954 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 14,000, beyond the Registered Capital of £ 11,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
14,000	Ordinary	£1

The conditions (e.g., voting rights, dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

Ranking pari passu in all respects with the existing share capital

Signature

Description (c).

Secretary

Dated the Seventh day
of January 1954.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Secretary of the Company.

This margin is reserved for binding, and must not be written across.

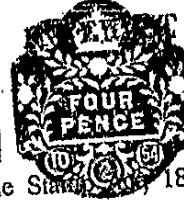
No. of Company... 394688

36



FLEXIBOX

COMPANY, LIMITED.



Statement of Increase of Nominal Capital pursuant to the Stamp Act, 1891.

NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 fraction of £100—Section 41, Finance Act, 1933).

23 FEB 1954

This statement is to be filed within 15 days after the passing of the Resolution by which the registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by



W. H. M. M. M.
The Secretary
Tiverton, Road, Manchester 7.

Stamps
L.C.S. 302.

NOTED 1044 650 LEB W.H.M.S. Op 60

277 *650* *30404*



The NOMINAL CAPITAL of.....

.....*FLEXIBOX*.....~~Company~~, Limited,

has by a Resolution of the Company dated.....*30th December 1953*.....

been increased by the addition thereto of the sum of £.....*14,000*....., divided into

.....*14,000*..... shares of £.....*1*..... each, beyond the Registered Capital of

£11,000

Signature.....

McMullen

Description

Secretary

Date

28th January 1954

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

THE COMPANIES ACT, 1929

-- and --

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

FLEXIBOX LIMITED



Passed 24th November, 1955

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at The Refinery, Twining Rd., Manchester 17, on Thursday the 24th day of November, 1955 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

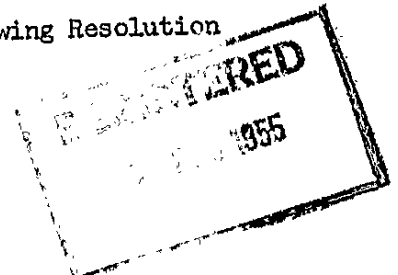
That the Articles of Association be altered by :-

(a) inserting at the end of Article 15 the following words :-

"Provided that so long as not less than an aggregate of £8,333 in nominal value of shares shall be (a) beneficially owned by Frederick Benjamin Porges and/or any wife of his whether jointly or severally, and (b) registered whether jointly or severally in the name of the said Frederick Benjamin Porges and/or his said wife and/or the personal representatives of such wife no member other than the said Frederick Benjamin Porges shall be entitled to vote whether on a show of hands or on a poll upon any resolution for the removal of the said Frederick Benjamin Porges from the office of director".

(b) deleting Article 16 and by substituting the following new Article therefor :-

"The number of Directors shall not be less than two nor more than five. So long as not less than an



647



aggregate of £8,333 in nominal value of shares shall be
(a) beneficially owned by Frederick Benjamin Porges
and/or any wife of his whether jointly or severally,
and (b) registered whether jointly or severally in
the name of the said Frederick Benjamin Porges and/or
his said wife and/or the personal representatives of
such wife the said Frederick Benjamin Porges shall be
entitled to hold office as a Director and so long as he
remains a Director he shall not be liable to retirement
by rotation or be taken into account in ascertaining the
number of Directors to retire by rotation but he shall
cease to be a Director in any of the events specified in
sub-clauses (1), (2), (3) and (4) of Article 25 of the
Articles of Association".

- (c) inserting at the beginning of Article 25 the words
"Subject to Article 16".
- (d) deleting in Regulation 35 of Table A the words :-
"by the Company in general meeting", and by substituting
therefor the words :-
"by special resolution".



E.J. Dunstan.
Chairman.

Number of } 394538
Company }

[Form No. 103.]

THE COMPANIES ACT, 1948

Notice of

Place where the Register of Members is
kept, and of any change thereof

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY



A
Companies
Registration Fee
Stamp of 5s.
must be impressed
here

REGISTERED
24 FEB 1956

FLEXIBOX

LIMITED

HC-97193

Forms: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by

R. C. Porten, Secretary

658

17 Stratton Street,

PICCADILLY, LONDON, W.1.



Notice
of
Place where the Register of Members is kept,
and of any change thereof,
of

FLEXIBOX

LIMITED

To the Registrar of Companies

FLEXIBOX

LIMITED

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

NOTE.
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

17 Stratton Street,

PICCADILLY,

LONDON, W.1.

Signature.....

W. S. Fisher

Officer.....

Secretary

(State whether Director or Secretary.)

Dated the 23rd day

of February 1956.

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

THE COMPANIES ACT, 1929
- and -
THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
- of -
FLEXIBOX LIMITED

Passed 27th September 1956

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at The Refinery, Twining Rd., Manchester 17, on Thursday, the 27th day of September 1956 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Directors having so recommended, it is desirable that the sum of £35,000 being part of the amount standing to the credit of Profit and Loss Account be capitalised, and accordingly that the Directors are hereby authorised and directed to appropriate the said capitalised sum to the Members holding Ordinary Shares on the date of this Resolution in proportion to the number of such Ordinary Shares held by them respectively and to apply the same on their behalf in paying up in full 35,000 of the unissued Ordinary Shares of £1 each (ranking for all dividends hereafter declared on and in all other respects pari passu with the Ordinary Capital of the Company) and allotting and distributing such 35,000 Ordinary Shares, credited as fully paid up, to and amongst such holders or the persons in whose favour they shall renounce their rights in the proportion of seven such new Ordinary Shares for every complete five Ordinary Shares held and so that any Ordinary Shares resulting from fractions shall be allotted in proportion as nearly as may be to the number of Ordinary Shares held but so that no Member shall be allotted more than two such shares or less than one

REGISTERED
10

E.J. Dunstan
E.J. Dunstan
Chairman.

THE COMPANIES ACT, 1929

- and -

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

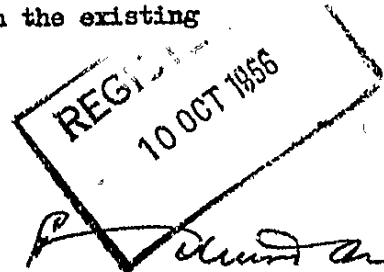
FLEXIBOX LIMITED

Passed 27th September 1956

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at The Refinery, Twining Rd., Manchester 17, on Thursday, 27th September 1956, the following Resolution was duly passed as an ORDINARY RESOLUTION:-

ORDINARY RESOLUTION

That the capital of the Company be increased to £100,000 by the creation of 75,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Capital.



E.J. Dunstan
Chairman.

*This document has been produced
by the Rotaprint process*

Herbert Smith & Co

C465

No. of Certificate 394688

52



[C.A. 89]
2/55.



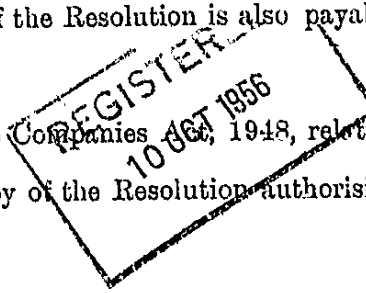
275
10/2/55

FLEXIBOX

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Herbert Smith & Co.,

62, London Wall, London, E.C.2.

S.A.F.

[26A.]

C2067

The NOMINAL CAPITAL of _____

Flexibox Limited

has by a Resolution of the Company dated 27th September 1956

been increased by the addition thereto of the sum of £ 75,000, divided into

75,000 shares of £ one each beyond the Registered Capital of

25
100

£25,000

Signature [Signature]

State whether Director or Secretary Secretary Director

Date 10th day of October 19 56.

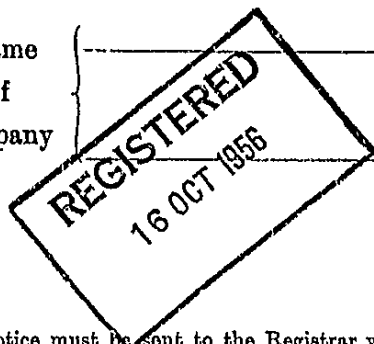
NOTE—This margin is reserved for Binding, and must not be written across.

No. of Company 394688

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital.
Pursuant to Section 63.

Name
of
Company



FLEXIBOX

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 119, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

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WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Herbert Smith & Co.,

62, London Wall, E.C.2.

S.A.F.

TO THE REGISTRAR OF COMPANIES.

Flexibox Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) Ordinary
Resolution of the Company dated the 27th day of
September, 1956, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 75,000
beyond the Registered Capital of £ 25,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

75,000

Ordinary

£1

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:— Pari passu in all respects with existing Ordinary
Capital.

Signature 

(State whether Director or Secretary.)

~~Secretary~~. Director

Dated the 10th day of October 1956.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

THE COMPANIES ACTS, 1929



COMPANY LIMITED BY SHARES

Special Resolution

OF

FLEXIBOX LIMITED

Passed 29th September, 1958

REGISTERED
4 OCT 1958

At an Extraordinary General Meeting of the above-named Company duly convened and held at 76, Jermyn Street, London, S.W.1, on Monday, the 29th day of September, 1958, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That, without first offering such shares to the persons entitled to receive notices of General Meetings, pursuant to the Articles of Association of the Company, the Directors be and they are hereby authorised to issue to Mr. Frederick Benjamin Porges and Manchester Oil Refinery (Holdings) Limited respectively, 5,000 and 10,000 Ordinary Shares of £1 each in the capital of the Company.

*Mr. F. B. Porges
10, 100, 100
don't EC 2.*

[Signature]
Chairman.

608



1/10

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members
is kept or of any Change in that place.COMPANIES
REGISTRATION.A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

FLEXIBOX

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

Britannic House,

Finsbury Circus, London, E.C.2

(Signature: 

11 AUG 1965

SECRETARY

(State whether Director or Secretary)

DATED the third day of August 1965

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.

Presented by

Conrad M. Lloyd, F.C.I.S.

Britannic House,

Finsbury Circus, London, E.C.2

197

No. of Company.....394688

Form 103.
THE FILING FEE IS 5s.

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).)

Name of Company.....FLEXIBOX.....Limited.

To the REGISTRAR OF COMPANIES.

.....FLEXIBOX.....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 atBurmah House, 57 Chiswell Street,
.....London, E.C. 1

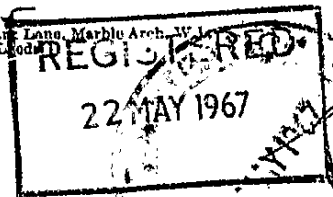
Signature.....*C. M. Lloyd*.....Secretary
(State whether Director or Secretary)

Dated the.....18th.....day of.....May.....19.67

PUBLISHED AND SOLD BY
Waterlow & Sons Limited, 85 & 86, London Wall, London, E.C.2; 107, Park Lane, Marble Arch, W.1;
77, Colmore Row, Birmingham, 3; 109, The Headrow, Leeds

Presented by

C.M. Lloyd, F.C.I.S.,
Burmah Oil Trading Limited,
Burmah House,
57 Chiswell Street,
London, E.C. 1



REGISTERED

NO. OF COMPANY 394688

THE COMPANIES ACTS 1948 to 1967.

Notice of place where copies of Directors' written
service contracts or memorandums thereof are kept
or of any change in that place.

Pursuant to Section 26 (3) of the Companies Act 1967.

Name of Company..... FLEXIBOX

..... LIMITED

To the REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, in accordance with subsection
(3) of Section 26 of the Companies Act 1967, that copies of Directors' written service
contracts or memorandums thereof are kept at

Burmah House,

57 Chiswell Street,

London, E.C. 1

(Signed)

SECRETARY

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

DATE..... 3rd November, 19 67

CAT. No. CFR.5.

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

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

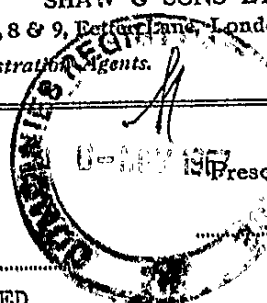
Law Stationers and Company Registrars & Agents.

Presented by

CONRAD M. LLOYD, F.C.I.S.

BURMAH OIL TRADING LIMITED

BURMAH HOUSE,



Presenter's Reference

NO. OF COMPANY 394688

THE COMPANIES ACTS 1948 to 1967.

Notice of place where register of Directors' interests in shares in, or debentures of, a company or its associated companies is kept or of any change in that place.

Pursuant to Section 29 (8) of the Companies Act 1967.

Name of Company.....FLEXIBOX.....
..... LIMITED

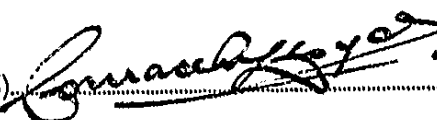
To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with subsection (8) of Section 29 of the Companies Act 1967, that the register of Directors' interests in shares in, or debentures of, the company or any associated companies is kept at

BURMAH HOUSE,

57, CHISWELL STREET,

LONDON, E.C. 1

(Signed) 

SECRETARY

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

DATE.....3rd November,.....1967

CAT. No. CFR.6.

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.

S2189 (c)

Presented by

CONRAD M. LLOYD, F.C.I.S.,

BURMAH OIL TRADING LIMITED,

BURMAH HOUSE,



Presentor's Reference

No. of Company 394638 / 102

Department of Trade
COMPANIES REGISTRATION OFFICE
Companies House Crown Way Maindy Cardiff CF4 3UZ
Telephone CARDIFF (0222) 388588 ext

Notice of Situation of Registered Office

Dear Sir(s),

FLEXIBOX Limited

The annual return for 19 76, received in this office on 13 Dec 76, gives a situation of registered office which differs from our records.

Section 107(2) of the Companies Act, 1948 requires that notice of a change of registered office be filed with the Registrar within 14 days, and states that the obligation shall not be satisfied by its inclusion in an annual return.

Would you therefore, please show the present situation of your registered office in the space provided below and return this note intact to the above address. If the address given on the annual return was in error, this notice will serve as authority for its amendment.

Yours faithfully,

H Rees

for Registrar

To the Registrar of Companies

The above-named company hereby gives you notice that the registered office of the company is situated at:

Burmah House Shanston Road
Wythenshawe Manchester

35

(Signature) *[Signature]*

(State whether Director or Secretary) *Secretary*

Date 5 Jan 1977

C.54E

Reg 25 Jan 77



This margin to be reserved for binding

The Registrar of Companies
Companies House
55 - 71 City Road
London E.C.1

9th December 1970

GW/KM

Dear Sirs,

Company No. 412339 Petrostrukt Ltd.
394688 Flexibox Ltd.

We enclose herewith notices re change of registered office in respect of the above Companies

Yours faithfully,

G. WILD
Company Secretary.

Encls.

Number of Company: 394688/136

14/2/85
21.1.85

Two

THE COMPANIES ACT 1948 TO 1981

SPECIAL RESOLUTION

OF

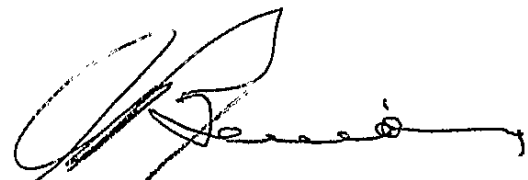
FLEXIBOX LIMITED

Passed 22nd January 1985

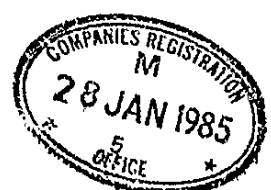
At an EXTRAORDINARY GENERAL MEETING of the Company held at 9, Cheapside, London, EC2V 6AD on 22nd January 1985 the following Resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

That the name of the Company be changed to FLEXIBOX INTERNATIONAL LIMITED.



Chairman of the Meeting



NW £120
067264

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 394688 / 137

I hereby certify that

FLEXIBOX LIMITED

having by special resolution changed its name, is now

incorporated under the name of

FLEXIBOX INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

8TH FEBRUARY 1985

A handwritten signature in cursive script, appearing to read 'Mrs. C. Israel'.

MRS. C. ISRAEL

an authorised officer

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
FLEXIBOX LIMITED

PASSED 21 APRIL 1982

At the Annual General Meeting of the above-named Company duly convened and held at Nash Road, Trafford Park, Manchester, on Wednesday 21st day of April, 1982, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be and are hereby altered by:-

- a) deleting Article 16 and by substituting the following new Article therefor:-

"16. The number of Directors shall not be less than two nor more than ten."

- b) deleting at the beginning of Article 25 the words "Subject to Article 16".

By Order of the Board

J Hanson
Secretary



Number of Company: 394688 / 136

14/2/85
23.1.85

two

THE COMPANIES ACT 1948 TO 1981

SPECIAL RESOLUTION

OF

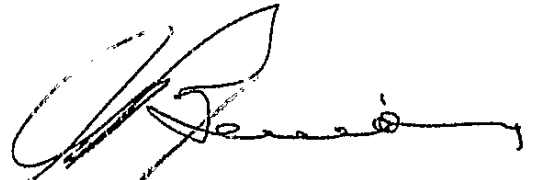
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Passed 22nd January 1985

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