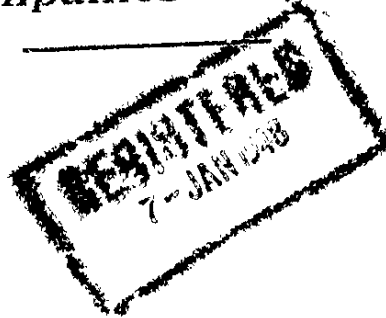


No. of Company

447678

C.A. 23. [No. 41.]

The Companies Act, 1929.



A 5/-
Companies
Fee Stamp
to be
impressed
here

Declaration of Compliance

*the requirements of the Companies Act, 1929, on application for
Registration of a Company, pursuant to Section 15 (2).*

(See footnote overleaf.)

e of
pany]

WESTERN MACHINERY EXCHANGE Limited

**SHAW & SONS
LIMITED,**

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

nted by

Whitmarsh, Edgcombe and Co.,

Southgate House, Launceston

J. Roger Mountjoy Praddon Arnall

of Westgate Street, Launceston

(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 Association as a Director or Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court engaged in the formation of Western Machinery Exchange Limited

gfr ✓ ~~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 Launceston in the
County of Cornwall

the 29th day of December

One thousand nine hundred and Forty Seven

before me,

(b) or Notary Public or Justice of the Peace.

[Signature]
A Commissioner for Oaths (b)

[Signature: R. B. Arnall]

NOTE.

Section 15 of The Companies Act, 1929.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by an enrolled Law Agent,

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

Western Machinery Exchange

LIMITED



Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association when the Company is registered.

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers.

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

sented for registration by

Whitmarsh, Edgcumbe and Co.,

Southgate House, Launceston

The Nominal Share Capital

of the

Western Machinery Exchange

LIMITED.

is £ 3,000, divided into 3,000 shares of £ 1

each.

Signature.

G. H. Whitmarsh

Description. Secretary

Date.

Dec 29th., 1947.

NOTE.—This m. is reserved for binding, and must not be writ- across.



3
The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

WESTERN MACHINERY EXCHANGE LIMITED.



1. The name of the Company is "Western Machinery Exchange 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 carry on business as agricultural engineers, mechanical, electrical and general engineers, steel converters, metal workers, wood workers, builders, decorators, plumbers, land contractors, general hauliers, timber merchants and as contractors generally.
- (b) To carry on business as manufacturers of, dealers in and agents for, the sale of tractors, traction engines, threshing machines, binding and reaping machines, ploughs, harrows, mowing machines, sowing machines, industrial machines and any other machines of whatsoever kind, mechanically propelled vehicles, automobiles, lorries, and generally any machinery, implements, vehicles, apparatus or tools suitable for use in, or in connection with agriculture, forestry or gardening, and as suppliers of corn, hay, straw, seeds, wool, manures, livestock and farming supplies, and equipment generally, and of fuel, firing, oil and other commodities.
- (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
- (d) To carry on any other trade or business whatsoever which it may seem to the Company convenient or profitable to carry on in connection with or in extension of any of the businesses aforesaid or otherwise.
- (e) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land and buildings, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for the Company or



calculated to enhance the value of or render more profitable any of its assets property or rights.

- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or body corporate, any buildings, erections, plant, machinery and equipment necessary to or convenient for any purposes of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (g) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of, the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.
- (h) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any shares, stocks or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgment of indebtedness on the part of the Company whether creating a charge or not.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company or of any other person or body corporate with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (k) To receive money on deposit or loan, from and to lend money and make advances and give credit to, customers and others having dealings with the Company upon such terms as the Company may think fit.
- (l) To invest and deal with moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

- (n) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to former officers of the Company and persons employed or formerly employed by the Company or its predecessors in business and the dependants of such officers and persons, and to maintain or contribute to any pension, provident or other funds or schemes, or any institutions, associations, societies, or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit, or be connected in any way with, the Company or its business or the persons employed by the Company.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interests of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.
- (p) To amalgamate with any other company or companies in such manner as this Company shall think fit.
- (q) To enter any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on.
- (r) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (s) To distribute among the members in specie any property or assets of the Company which the Company may be competent to distribute.
- (t) To do all or any of the foregoing things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others and through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (u) To do all such things as may be incidental or conducive to the attainment of the foregoing objects or any of them.
- (v) Each of the foregoing sub-clauses shall take effect as an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects specified in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £3000 divided into three thousand shares of one pound each. The shares in the original or any increased capital may be divided into different classes and there may be attached to the shares of any class any preferential, deferred or other rights or restrictions or conditions as to dividends, capital, voting or otherwise.

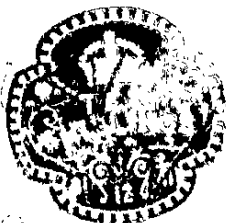
WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
FR Francis Henry Samwell Marley Windsor Plymouth. AGRICULTURAL ENGINEER	ONE
Roderick Charles Keast Tordbrook Brixton Devon AGRICULTURAL ENGINEER	ONE

Dated this 29th day of December 1947

Witness to the above Signatures :—

P. S. Roseware
West Antony
Lorpoint
Cornwall
Company Director



The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

WESTERN MACHINERY EXCHANGE 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 be the regulations of the Company.

2. Clauses 35, 45, 50, 52, 61, 64, 65, 66, 72, 82, and 104 of Table 'A' shall not apply to the Company, but the remaining clauses of Table 'A' shall apply subject to the modifications of particular clauses hereinafter expressed.

3. The Company is a private company and accordingly:—

- (a) The right to transfer shares in the Company is restricted in manner by or by virtue of these Articles provided, and
- (b) The number of members of the Company, not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be members of the Company, is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this provision, be treated as a single member: and
- (c) No invitation shall be issued to the public to subscribe for any shares or debentures of the Company.

SHARES.

4. "All new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the shares to which they originally subscribed. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) can not in the opinion of the directors, be conveniently offered under this article."

5. Subject to any direction which may be given by the Company in General Meeting the shares shall be at the disposal of the Directors, who 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 Article 3, and provided that no shares shall be issued at a discount except as provided by Section 47 of the Companies Act 1929.

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, but the commission must not exceed 10 per cent of the price at which the shares are issued, or an amount equivalent thereto. Commission may be paid, in whole or in part, in cash or in fully or partly paid up shares in the Company, as may be arranged. In connection with the payment of any commission the Company shall duly comply with Sections 43, 44, and 108 (and, when necessary, also with Section 42) of the Companies Act, 1929.

7. No person shall be recognised by the Company as holding any share upon any trust, expressed, implied or constructive, 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 or by virtue of these Articles otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. The Company's lien on shares under Clause 7 of Table 'A' shall also extend to fully paid shares and to shares standing registered in joint names, and so that the Company shall have a lien for all moneys presently payable by any joint holder or by the estate of any joint holder who was a joint holder at the time of his death.

TRANSFER AND TRANSMISSION OF SHARES.

9.(a) Shares shall be transferable subject to the provisions of these Articles.

(b) Any member shall have the right at any time to transfer any shares to his or her wife or husband, or to any descendant, parent, brother or sister of his or her's, or to any other member of the Company.

(c) Save as aforesaid and as hereinafter provided, no shares shall be transferred to any person not a member of the Company so long as any member is willing to purchase them at the fair value. In order to ascertain whether any member is willing to purchase any shares at the fair value, the person, whether a member of the Company or not, proposing to transfer the shares (hereinafter called "the transferor") shall give a notice in writing (hereinafter called a "transfer

notice") to the Company that he desires to sell the shares. The transferor and the Directors shall, within one month after service of the transfer notice, agree the fair value of the shares, and in default of agreement, or if agreement be not reached within one month after service of the notice, the auditor for the time being of the Company shall, on the application either of the Directors or of the transferor, certify in writing under his hand the fair value of the shares. The value so agreed or certified shall be the fair value of the shares.

- (d) The Directors shall within fourteen days after the fair value of the shares has been ascertained give notice in writing to the members of the Company, stating the number of shares to be sold and their fair value, and inviting each member to state in writing within fourteen days of the date of the notice the number of shares he is willing to purchase.
- (e) Upon the expiration of the last mentioned fourteen days the Directors shall allocate the shares among the members who have given notice in writing of their willingness to purchase. The allocation shall, so near as may be, be rateable according to the number of shares already held by such members respectively, but no member shall be found to accept more shares than the number he has notified his willingness to purchase. Forthwith upon such allocation the Directors shall give notice to the transferor and thereupon he shall be bound to transfer the shares accordingly.
- (f) If a transferor fails to carry out the sale of any 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 member entitled thereto, and may give a good receipt for the purchase price, and may register him as holder thereof and issue to him a certificate for the shares, and thereupon he shall become indefeasibly entitled thereto. The transferor shall in such case be bound to deliver up his certificate for the shares, and on such delivery shall be entitled to receive the purchase price, but without interest, and, if the certificate comprises any shares which he has not become bound to transfer, a balance certificate for such shares.
- (g) If purchasers shall not be found in manner aforesaid for all the shares comprised in a transfer notice, or if, through no default of a transferor, the purchase of any share which shall have been allocated in manner aforesaid shall not be completed within fourteen days after notice to him of the allocation then he shall at any time, within six months after the date of the transfer notice, be at liberty, subject to the next following Article, to sell and transfer the shares comprised in the transfer notice (or such of them as have not been sold and the purchase duly completed) to any person and at any price.

appoint
or failing him
as my proxy to vote for me and on my behalf at the
(Ordinary or Extraordinary as the case may be) General
Meeting of the Company to be held on the day of
19 and at any adjournment thereof.
Signed this day of „

16. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as a proxy, or he is appointed to act at that meeting as proxy for a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him. The last sentence of Clause 59 of Table 'A' shall not apply to the Company.

DIRECTORS.

17. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be more than eight nor less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association.

18. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, and unless otherwise directed any such remuneration shall be divided amongst them as they may agree, or, failing agreement equally. The Directors shall be entitled, independently of any remuneration which may be voted to them, to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

19. The qualification of a Director shall be the holding of not less than one hundred shares in the Company. A Director may act before acquiring his qualification but must acquire it within two months after his appointment.

20. Clause 68 of Table 'A' shall be modified by omitting all the words after the words "from any cause to be a Director."

21. No appointment of an additional Director may be made under Clause 79 of Table 'A' when the result would be to increase the number of Directors beyond the limit fixed by or by virtue of Article 17.

DISQUALIFICATION OF DIRECTORS.

22. The office of a Director shall be vacated —

- (1) If by notice in writing to the Company he resigns the office of Director; or
- (2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141; or
- (3) If he becomes bankrupt, or enters into any arrangement with his creditors; or
- (4) If he is found lunatic or becomes of unsound mind; or

- (5) If he becomes prohibited from being a Director by reason of any order made under Section 217 or Section 275 of the Companies Act 1929.

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

24. A Director may contract, or participate in the profits of any contract, with the Company in the same manner as if he were not a Director. But (1) he must 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, and (2) after he has become interested therein he must not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. This prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed, or proposed to be incurred or assumed, by him on behalf of or for the benefit of the Company, or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS.

25. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

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

NOTICES.

27. If a member has no registered address within the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice posted up in the registered office of the Company and remaining so posted up for twenty-four hours shall be deemed to be duly given to him on the expiration of that period.

WINDING UP.

28. If the Company shall be wound up the Liquidator 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. If, however, the distribution is 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 the resolution

were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY.

29. 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. Provided that this Article shall only have effect in so far as its provisions are not avoided by the said Section.

K

Ag

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Francis Henry Danvers

Marley

Winklesham

Plympton

S. Devon

AGRICULTURAL ENGINEER

Roderick Charles Keast

Fordbrook

Brixton

Devon

AGRICULTURAL ENGINEER

Dated this 29th day of December 1947

Witness to the above Signatures:—

J. S. Rosevear

West Antony

Lorpoint Cornwall

Company Director

DUPLICATE FOR THE FILE

No. 147678



Certificate of Incorporation

I Hereby Certify, That

WESTERN MACHINERY EXCHANGE, LIMITED

is this day Incorporated under the Companies Acts ^{and 1947,} 1929 and that the Company is Limited.

(Given under my hand at London this **Seventh** day of **January** One Thousand Nine Hundred and **Forty-eight**.)

F. S. T. Edinrich
Registrar of Companies.

Certificate
received by }

Post

Date

7 - JAN 1948

THE COMPANIES ACT, 1948.

(COPY)

SPECIAL RESOLUTION

of

WESTERN MACHINERY EXCHANGE LIMITED.

Passed the 29th day of December 1948.

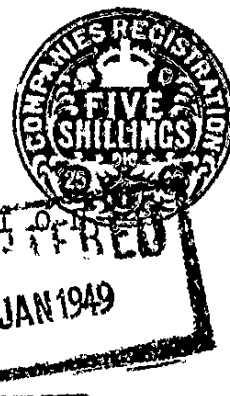
At an Extraordinary General Meeting of the Members of the above-named Company, duly convened pursuant to the provisions of Section 141 (2) of the Companies Act, 1948; and held at Redlake, Ivybridge, Devon on the 29th day of December 1948, the following SPECIAL RESOLUTION was duly passed:-

That Article 9(b) of the Articles of Association be altered so as to read "Any Member shall have the right at any time to transfer any shares to his or her wife or husband or to any descendant, parent, brother or sister of his or hers."

R. H. H. H.
CHAIRMAN.



A 1719



13 The Companies Act 1948



.....
SPECIAL RESOLUTION

of

WESTERN MACHINERY EXCHANGE LIMITED

Passed the 7th day of June 1950

.....
13 JUL 1950

At an extraordinary General Meeting of the Members of the above named Company, duly convened pursuant to the Provisions of Section 141 (2) of the Companies Act 1948 and held at 1, Hyde Park Terrace, Mutley, Plymouth, Devon on the 7th day of June 1950 the following Special Resolution was duly passed —

That the articles of Association of the Company be altered as follows by inserting in the place of Article 19 the following Article - Viz. —

“ The qualification of a Director shall be the holding of shares in the Company of the Nominal value of £1. A Director may act before acquiring his qualification but must acquire it within two months after his appointment.”

Richard
Chairman.

2567

Number of Company 447678.

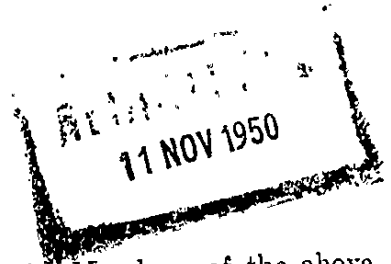
15

SPECIAL RESOLUTION



OF

Western Machinery Exchange, Ltd.



At an Extraordinary General Meeting of the Members of the above company held at 70, Mutley Plain, Plymouth, on 1st November, 1950, the following Special Resolution was duly passed :-

"That the name of the Company be changed from Western Machinery Exchange, Ltd. to Western Machinery & Equipment Company, Ltd."

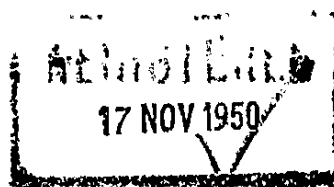
R. Heath Chairman.

R. Heath Secretary.



A 2124

Number 447678



B

C.R.98/1683/50

BOARD OF TRADE,

COMPANIES ACT, 1948

WESTERN MACHINERY EXCHANGE Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act,
the Board of Trade hereby approve of the name of the above-named Company
changed to

WESTERN MACHINERY & EQUIPMENT COMPANY, LIMITED.

Signed on behalf of the Board of Trade

This seventeenth day of November 1950

A. T. Ruby

Authorised in that behalf by the
President of the Board of Trade.



A.2797

No. C. 60

(B1160) Wt. 36397-4875. 5m. 1/40. P. & N., Ltd. G813.

DUPLICATE FOR THE FILE

No. 447673



Certificate of Change of Name

I Herby Certify that

~~WESTERN MACHINERY EXCHANGE 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

~~WESTERN MACHINERY & EQUIPMENT COMPANY, LIMITED.~~

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

Given under my hand at London, this **seventeenth** day of **November** One thousand nine hundred and fifty

Registrar of Companies.

Certificate received by *Post*

Date

17/11/50



Special Resolution

of

Western Machinery & Equipment Company Limited

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at 70, Mutley Plain, Plymouth, on 30th December, 1950, the following SPECIAL RESOLUTION was duly passed :—

“That the objects of the company be extended so as to include the power to carry on hire-purchase and similar transactions, and the Memorandum of Association of the Company be modified accordingly by adding at the end of sub-clause (b) of clause 3 the following words:

“To carry on in the United Kingdom and elsewhere the business of hire-purchase, hiring, letting on hire, easy payment systems, and payment by instalment finance as applied to any commodities, articles and things of any kind or description to which these businesses are capable of application, and to institute, enter into, carry on, subsidise, assist or participate in financing any classes of businesses, works, contracts, undertakings, and operations of all kinds, and for the purposes aforesaid or any of them to purchase commodities, articles and things of every kind or description whatsoever.

To carry on and undertake, in the United Kingdom and elsewhere, any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, bill brokers, discount houses, promoters of companies, capitalists or merchants, and to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons, and to advance and lend money on assets of all kinds with or without security for the same, on such terms and in such manner as may be deemed expedient’.”

R. C. KEAST,
Chairman

82957

18.



THE COMPANIES ACT, 1948

Special Resolution

of

Western Machinery & Equipment Company Limited

18 JAN 1951

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at 76, Mutley Plain, Plymouth, on 30th December, 1950, the following SPECIAL RESOLUTION was duly passed :—

“That Article 17 of the Company be deleted and that the following Article shall be inserted in its place: ‘Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be more than eight nor less than one’.”

R. C. KEAST,

Chairman



114958

No. of Company 447678



THE COMPANIES' ACT, 1948

ORDINARY RESOLUTION

of

WESTERN MACHINERY & EQUIPMENT
COMPANY LTD.

PASSED THE 28th DAY OF SEPTEMBER, 1956

At an EXTRAORDINARY GENERAL MEETING of the
Members of the above Company held at Redlake, Ivybridge, Devon,
on 28th September, 1956, the following Ordinary Resolution was
duly passed:—

"That the Capital of the Company be increased to £10,000 divided into
ten thousand shares of One Pound each by the creation of seven thousand
new Ordinary Shares of One Pound each to rank pari passu as regards
dividends and in all other respects with the existing Ordinary Shares of the
Company, and that such new Shares be offered in the first instance, at par,
to the Members of the Company in proportion, as nearly as may be, to their
holdings and that the Directors be authorised to dispose of all such new
Shares as may not be taken up by the Members of the Company as
aforesaid, to such persons and upon such terms as they may deem expedient
in the interests of the Company."

RECEIVED 17 OCT 1956

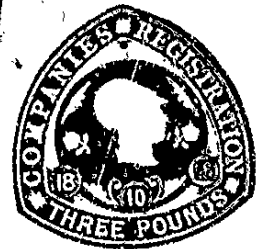

Chairman.



34
THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital

Pursuant to Section 63.



NAME OF COMPANY Western Machinery & Equipment Company

REGISTERED
LIMITED.
17 OCT 1956

AT. No. C.F. 10.

S 1319 (B)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

Whitmarsh, Edgcombe & Co.

70, Mutley Plain,

PLYMOUTH.

10 234

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

Western Machinery & Equipment Company

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) an Ordinary Resolution of the Company dated the 28th day of September 1956 the nominal Capital of the Company has been increased by the addition thereto of the sum of £7,000 beyond the registered Capital of £3,000

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
7,000	Ordinary	One Pound

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

to rank pari passu with the existing Ordinary Shares

None of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature) [Signature]

(State whether Director, or Secretary) [Signature]

DIRECTOR

Dated the 28th day of September 1956

“Ordinary” “Extraordinary” or “Special.”

This margin to be reserved for binding.

Western Machinery & Equipment Co., Ltd.

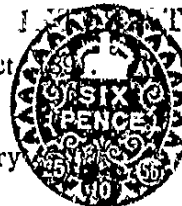


COMPANY, LIMITED



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act

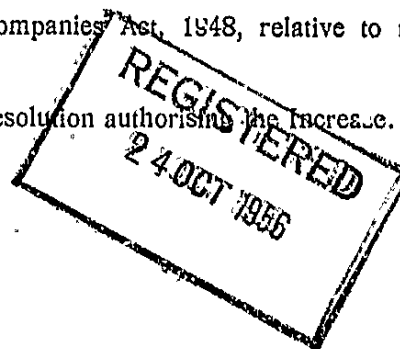
(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every



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.



Presented for registration by

Whitmarsh, Edgcombe & Co.

70, Matley Plain,

PLYMOUTH,

Devon.



Stamps
L.C.S. 302

The NOMINAL CAPITAL of Western Machinery & Equipment.....

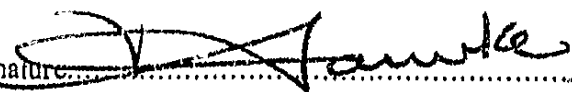
.....Company, Limited,

has by a Resolution of the Company dated 28th September, 1956,.....

been increased by the addition thereto of the sum of £.7,000....., divided into

7,000.....shares of £.1..... each, beyond the Registered Capital of

£3,000.....

Signature .....

Description DIRECTOR.....

Date 22nd. October, 1956......

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

No. of Company 447678.



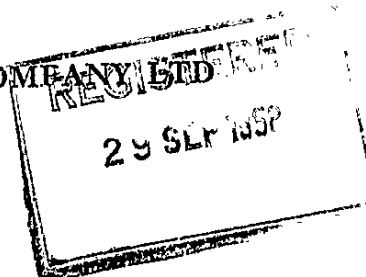
THE COMPANIES' ACT, 1948

SPECIAL RESOLUTION

OF

WESTERN MACHINERY & EQUIPMENT COMPANY LTD

PASSED THE 26TH SEPTEMBER, 1958



At an EXTRAORDINARY GENERAL MEETING of the Members of the above company held at Redlake, Ivybridge, Devon, on 26th September, 1958, the following Special Resolution was duly passed:

"That the Company adopt Article 128 of Table A of the Companies Act, 1948, Schedule 1."


E. J. HAWKE,
Chairman.

Witmarsh, Edgumbe 1 @
70 Nutley Plain
Lynmouth

929



No. of Company 447678. 43

THE COMPANIES' ACT, 1948
ORDINARY RESOLUTION



OF

WESTERN MACHINERY & EQUIPMENT COMPANY LTD

PASSED THE 26TH SEPTEMBER, 1958

REGISTERED
29 SEP 1958

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at Redlake, Ivybridge, Devon, on 26th September, 1958, the following Ordinary Resolution was duly passed:

"That the Capital of the Company be increased to £30,000 divided into thirty thousand shares of One Pound each by the creation of Twenty thousand new Ordinary Shares of One Pound each to rank *pari passu* as regards dividends and in all other respects with the existing Ordinary Shares of the Company, and that such new Shares be offered in the first instance, at par, to the Members of the Company in proportion, as nearly as may be, to their holdings and that the Directors be authorised to dispose of all such new Shares as may not be taken up by the Members of the Company as aforesaid, to such persons and upon such terms as they may deem expedient in the interests of the Company."


E. J. HAWKE,

Chairman.



c1223

NO. OF COMPANY 447678.

44



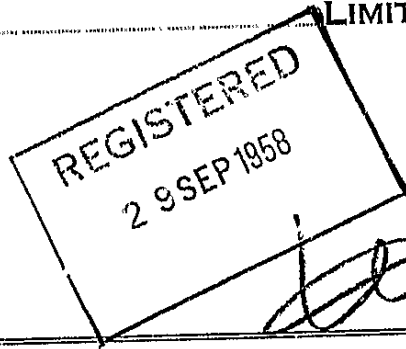
THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY WESTERN MACHINERY AND EQUIPMENT COMPANY LTD.

LIMITED.



Cat. No. G.F.10.

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.

F188 S2035 (H) (L)

Presented by

Whitman & Fitzgerald



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

WESTERN MACHINERY & EQUIPMENT COMPANY

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the 26th day of September, 1958 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 20,000 beyond the registered Capital of £ 10,000

The additional Capital is divided as follows :—

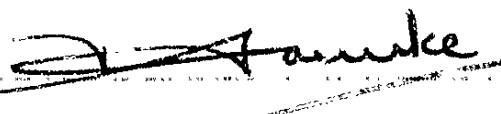
Number of Shares.	Class of Share.	Nominal Amount of each Share.
20,000	Ordinary	One Pound

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 :—

to rank pari passu as regards dividends and in all other respects with the existing Ordinary Shares of the Company, and that such new Shares be offered in the first instance, at par, to the Members of the Company in proportion, as nearly as may be, to their holdings and that the Directors be authorised to dispose of all such new Shares as may not be taken up by the Members of the Company as aforesaid, to such persons and upon such terms as they may deem expedient in the interests of the Company.

~~NONE~~ of the new Shares are Preference Shares, and ~~are (b) [not]~~ redeemable.

(Signature).



(State whether Director, or Secretary)

Director

Dated the

26th

day of

September

1958

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

(b) Delete as appropriate.

This margin to be reserved for binding.

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of Nominal Capital.

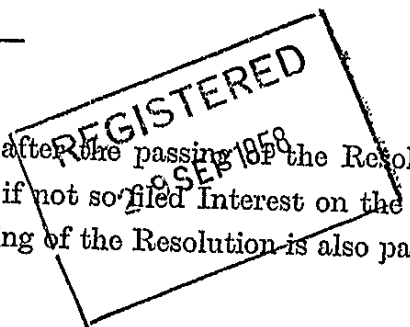
Pursuant to Section 112 of the Stamp Act, 1891.

(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.)

NAME OF
COMPANY..... WESTERN MACHINERY & EQUIPMENT CO. LTD.

.....LIMITED.

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.

CAT. No. CA.26.

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.

S1223(x)1

Presented for registration by

WHITMARSH EDGUMBE & CO.,

70, Mutley Plain,

Plymouth.

61225

The Nominal Capital

OF

WESTERN MACHINERY & EQUIPMENT CO. LTD.

LIMITED,

has by a Resolution of the Company dated the 26th day
of September, 1958, been increased by the addition thereto of
the sum of Twenty thousand Pounds,
divided into Twenty thousand new Ordinary Shares
of One Pound each each,
beyond the Registered Capital of Ten thousand

*Signature

Description

Date

26 Sept 1958

*This Statement must be signed by an officer of the Company.

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

No. 447678



The Companies Act, 1948

SPECIAL RESOLUTION

of

WESTERN MACHINERY & EQUIPMENT Company Limited

passed the 12th day of May, 1959

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at Redlake Trading Estate Bittaford, Devon on 12th May, 1959, the following SPECIAL RESOLUTION was duly passed :

"That the objects of the company be extended so as to include the power to carry on the trade of farming and the Memorandum of Association of the Company be modified accordingly by adding at the end of sub-clause [b] of clause 3 the following words :

'To carry on all or any of the trades and businesses of farmers, graziers, breeders of and dealers in live stock, market gardeners, arboriculturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.

'To breed, preserve and deal in game, fish and domestic and other animals of every description, and to carry on a fishery and to stock the same.' "

E. J. HAWKE

Chairman

marsh, Edgcumbe & Co.,
utley Plain, Plymouth.

584



Memorandum of Association

OF

Western Machinery & Equipment Company Limited



(with amendments to 15th May, 1959)

name changed to "Western Machinery & Equipment Company Limited" on 12th November, 1950.

1. The name of the Company is "Western Machinery Exchange 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 carry on business as agricultural engineers, mechanical, electrical and general engineers, steel converters, metal workers, wood workers, builders, decorators, plumbers, land contractors, general hauliers, timber merchants and as contractors generally.
 - (b) To carry on business as manufacturers of, dealers in and agents for, the sale of tractors, traction engines, threshing machines, binding & reaping machines, ploughs, harrows, mowing machines, sowing machines, industrial machines and any other machines of whatsoever kind, mechanically propelled vehicles, automobiles, lorries, and generally any machinery, implements, vehicles, apparatus or tools suitable for use in or in connection with agriculture, forestry or gardening, and as suppliers of corn, hay, straw, seeds, wool, manures, livestock and farming supplies, and equipment generally, and of fuel, firing, oil and other commodities.
 - (i) To carry on in the United Kingdom and elsewhere the business of hire-purchase, hiring, letting on hire, easy payment systems, and payment by instalment finance as applied to any commodities, articles and things of any kind or description to which these businesses are capable of application, and to institute, enter into, carry on, subsidise, assist or participate in financing any classes of businesses, works, contracts undertakings, and operations of all kinds, and for the purposes aforesaid or any of them to purchase commodities, articles and things of every kind or description whatsoever.

To carry on and undertake, in the United Kingdom and elsewhere, any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, bill brokers, discount houses, promoters of companies, capitalists or merchants and to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons, and to advance and lend money on assets of all kinds with or without security for the same, on such terms and in such manner as may be deemed expedient.
 - (ii) To carry on all or any of the trades and businesses of farmers, graziers, breeders of and dealers in live stock, market gardeners, arboriculturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.

To breed, preserve and deal in game, fish and domestic and other animals of every description, and to carry on a fishery and to stock the same

REGISTERED
12. OCT 1959

590

971
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m.c.

- (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
- (d) To carry on any other trade or business whatsoever which it may seem to the Company convenient or profitable to carry on in connection with or extension of any of the businesses aforesaid or otherwise.
- (e) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land and buildings, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or body corporate, any buildings, erections, plant, machinery and equipment necessary to or convenient for any purposes of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (g) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of, the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.
- (h) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any share, stocks or securities of any other company carrying on, or having objects authorising the carrying on, of any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgement of indebtedness on the part of the Company whether creating a charge or not.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company or of any other person or body corporate with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (k) To receive money on deposit or loan, from and to lend money and make advances and give credit to, customers and others having dealings with the Company upon such terms as the Company may think fit.
- (l) To invest and deal with money of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

- (n) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to former officers of the Company and persons employed or formerly employed by the Company or its predecessors in business and the dependants of such officers and persons and to maintain or contribute to any pension, provident or other funds or schemes, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit, or be connected in any way with, the Company or its business or the persons employed by the Company.
 - (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interests of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.
 - (p) To amalgamate with any other company or companies in such manner as this Company shall think fit.
 - (q) To enter any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company firm or person carrying on or proposing to carry on any business which this Company can carry on.
 - (r) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company or partly in one way and partly in another and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted, on such terms generally as the Company shall think fit.
 - (s) To distribute among the members in specie any property or assets of the Company which the Company may be competent to distribute.
 - (t) To do all or any of the foregoing things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others and through or by means of agents, brokers, sub-contractors, trustees or otherwise.
 - (u) To do all such things as may be incidental or conducive to the attainment of the foregoing objects or any of them.
 - (v) Each of the foregoing sub-clauses shall take effect as an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects specified in any other sub-clause.
4. The liability of the members is limited.
5. The share capital of the Company is £3000 divided into three thousand shares of one pound each. The shares in the original or any increased capital may be divided into different classes and there may be attached to the shares of any class any preferential, deferred or other rights or restrictions or conditions as to dividends, capital, voting or otherwise.

Note: Share capital has been increased as follows:

28th September 1956, to £10000 divided into ten thousand shares of one pound each.

26th September 1958, to £30000 divided into thirty thousand shares of one pound 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.
FRANCIS HENRY DAMERELL Marley, Underlane, Plympton, S. Devon Agricultural Engineer	ONE
RODERICK CHARLES KEAST Fordbrook, Brixton, Devon Agricultural Engineer	ONE

Dated this 29th day of December, 1947

Witness to the above Signatures:-

T. S. ROSEVEARE,
 West Antony, Torpoint, Cornwall,
 Company Director.

No. of Company 447678.

60
THE COMPANIES' ACT, 1948



Special Resolution

of

WESTERN MACHINERY & EQUIPMENT COMPANY LTD.

Passed the 2nd JUNE, 1960.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at Redlake, Ivybridge, Devon on 2nd June 1960, the following Special Resolution was duly passed:—

"That clause 19 of the Articles of Association, as amended by Special Resolution dated 7th June 1950 (which related to directors' shareholding qualification) be deleted".

E. W. T. FLEMINGTON

Chairman.



564

The Companies Act, 1948.

SPECIAL RESOLUTION

of

WESTERN MACHINERY & EQUIPMENT COMPANY LIMITED

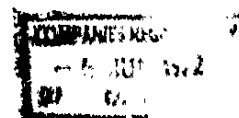
passed the 28th day of February, 1972.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at Redlake Trading Estate, Ivybridge, Devon, on 28th February, 1972, the following SPECIAL RESOLUTION was duly passed:

1. That the 25,000 fully paid Ordinary Shares of £1 each of the Company now in issue be and they hereby are converted into 1 per cent Preference Shares. The 1 per cent Preference Shares of the Company shall carry a fixed non-cumulative preferential dividend at the rate of 1 per cent per annum payable on the 31st December 1972 and in each year thereafter and upon a winding up or reduction of the capital shall entitle the holders to the return of the amount paid up thereon in priority to the holders of the other classes of shares of the Company. Save as aforesaid the 1 per cent Preference Shares of the Company shall not entitle the holders thereof to participate in the profits or assets of the Company or to receive notices of or attend and vote at General Meetings.
2. That the 5,000 unissued Ordinary Shares of £1 each in the capital of the Company be and they hereby are sub-divided into 25,000 Ordinary Shares of 20p. each.
3. That the sum of £5,000. being part of the amount standing to the credit of profit and loss account in the books of the Company be capitalised and applied in paying up in full 25,000 Ordinary Shares of 20p. each to be allotted and distributed credited as fully paid up to and amongst the holders of the Ordinary Shares of £1 each on the Register at the close of business on the day immediately preceding the passing of this Resolution in the proportion of one Ordinary Share of 20p. for every one Ordinary Share of £1 then held."

E. W. T. FLEMINGTON

Chairman



791
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

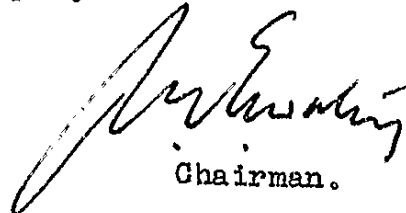
- of -

WESTERN MACHINERY & EQUIPMENT CO., LIMITED

(Passed 26th June, 1972)

AT an EXTRAORDINARY GENERAL MEETING of WESTERN
MACHINERY & EQUIPMENT CO., LIMITED held at Redlake Trading
Estate, Ivybridge, Devon, on the 26th June, 1972 the
following Resolution was passed as a SPECIAL RESOLUTION:

"THAT the Articles of Association contained in the
printed document produced to the Meeting and signed
by the Chairman for the purposes of identification
be and they are hereby approved and adopted as the
Articles of Association of the Company in substitution
for and to the exclusion of all the existing Articles
of Association of the Company."


Chairman.

The (cy)
29

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

- of -

WESTERN MACHINERY & EQUIPMENT CO., LIMITED

Still Private

(Adopted by Special Resolution
passed on 26th June, 1972)

PRELIMINARY

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company, save in so far as they are hereinafter excluded or varied.

2. Clauses 62, 77, 88 and 108 of Part I of Table A shall not apply to the Company.

SHARES

3. The shares of the Company (whether forming part of the original capital or not) shall be at the disposal of the Directors, who may (save as otherwise directed by the Company in general meeting) allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper, subject nevertheless to Clause 2 of Part II of Table A and to all relevant statutory provisions.

VARIATION OF RIGHTS

4. If any separate general meeting convened pursuant to Clause 4 of Part I of Table A shall have been adjourned for want of a quorum and a quorum shall not be present at the adjourned meeting within 15 minutes after the time appointed for the same, two persons being members entitled to attend the meeting or proxies for two or more members so entitled shall be a quorum.

LIEN

5. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder or one of several joint holders thereof. The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.

CALLS ON SHARES

6. In Clause 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

7. Clause 3 of Part II of Table A shall be modified so that the power of the Directors to decline to register any transfers shall not be exercisable unless in the opinion of the Directors the Transferee of the shares is a person or nominee for a person whom it would be undesirable in the interests of the Company to admit to membership, or if the result of such transfer would be to increase the number of members beyond fifty.

PROCEEDINGS AT GENERAL MEETINGS

8. There shall be inserted in Clause 52 of Part I of Table A after the words "in the place of those retiring" the words "and the voting of remuneration to the Directors".

9. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table A shall be construed accordingly.

10. In paragraph (d) of Clause 58 of Part I of Table A there shall be inserted after the words "member or members" the words "present in person or by proxy".

VOTES OF MEMBERS

11. Subject to any special terms as to voting upon which any shares may have been issued or may for the time being be held every member present in person or by proxy shall upon a show of hands have one vote and upon a poll one vote in respect of each share held by him.

RESOLUTIONS

12. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

DIRECTORS

13. Unless and until otherwise determined by an ordinary resolution of the Company, the Directors shall be not less than two nor more than ten in number.

14. There shall be no shareholding qualification for Directors.

15. 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 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.

POWERS AND DUTIES OF DIRECTORS

16. In Clause 78 of Part I of Table A there shall be inserted after the words "unless the Company" the words "by ordinary resolution", and the proviso to Clause 79 of Part I of Table A shall be omitted.

17. Sub-clauses (2) and (4) of Clause 84 of Part I of Table A shall not apply to the Company but instead of sub-clause (2) the following sub-clause shall apply:

"(2) A Director may vote as a Director on any contract or matter notwithstanding any interest he may have therein."

PROCEEDINGS OF DIRECTORS

18. Any such resolution in writing as is referred to in Clause 106 of Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table A shall be modified accordingly.

MANAGING AND EXECUTIVE DIRECTORS

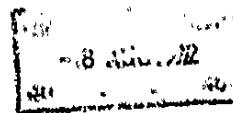
19. The remuneration and emoluments of any Managing Director and any other Director holding salaried office under the Company shall be of such amount and description as the Directors shall determine.

20. Without prejudice to the powers conferred by Clause 87 of Part I of Table A, the Directors on behalf of the Company may provide or contribute to the provision of life or other assurance for the benefit of any Director engaged or formerly engaged in full-time service with the Company or any subsidiary thereof, or the dependants of any such Director.

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated in any of the following events, namely :-

- (a) If (not being a Managing Director holding office as such for a fixed term) he resigns his office by notice in writing left at the registered office of the Company.
- (b) If he becomes bankrupt or compounds with his creditors.
- (c) If he becomes of unsound mind.
- (d) If he is absent from meetings of the Directors for six months without leave expressed by a resolution of the Directors, and the Directors resolve that his office be vacated.



- (e) If he becomes prohibited from being a Director by, or by any order made under, any provision of the Statutes for the time being applicable to the Company.

ALTERNATE DIRECTORS

22. Each Director shall have the power to nominate another Director or any other person approved by the Directors to act as alternate Director in his place during his absence from the place where meetings are held or inability for any reason to act as such Director, and at his discretion to remove such alternate Director, and on appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, may exercise all the powers and shall discharge all the duties of the Director he represents, but shall look to the Director by whom he has been nominated solely for his remuneration as alternate Director. Any Director of the Company who is appointed as alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors. Provided that any person appointed as an alternate Director shall vacate his office as an alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

NOTICES

23. In Clause 131 of Part I of Table A there shall be substituted for the words "or to his registered address" the words "at his registered address," and the words "in the case of a notice of meeting" and the words from "and in any other case" down to the end of the Clause shall be omitted.

WINDING UP

24. In Clause 135 of Part I of Table A there shall be inserted before the words "determine how such division" the words "with the like sanction".

INDEMNITY

25. In Clause 136 of Part I of Table A there shall be inserted after the words "any proceedings" the words "relating to his conduct as an officer of the Company".

We hereby certify that this print has
been produced by Type - Lithography
SOLICITORS' AND GENERAL TYPEWRITING CO. LTD.
J. H. B. B.
DIRECTOR
LONDON W.C.2

95
The Companies Acts 1948 to 1967

Company Limited by Shares

Special Resolutions

of

WESTERN MACHINERY & ~~AND~~
EQUIPMENT COMPANY LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Redlake Trading Estate, Ivy Bridge, Devon on 31st January, 1974, the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be amended by adding at the end of sub-clause (i) of Clause 3 the following additional sub-clause (ia):-

(ia) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.

2. That notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee any Debenture Stock, Loan Stock or other obligation of its Parent Company, British and Canadian Investments Limited, and to charge its undertaking, property, assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a Quorum on any Resolutions regarding any such Guarantee or charge notwithstanding that he is also a Director of British and Canadian Investments Limited or otherwise concerned or interested in such matter.
certified a true copy.



[Handwritten signature]

[Handwritten signature]
Chairman

4/3/74

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

WESTERN MACHINERY & EQUIPMENT
COMPANY LIMITED

Name changed to "Western Machinery & Equipment Company Limited" on 1st November, 1950.

1. The name of the Company is "WESTERN MACHINERY EXCHANGE 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 carry on business as agricultural engineers, mechanical, electrical and general engineers, steel converters, metal workers, wood workers, builders, decorators, plumbers, land contractors, general hauliers, timber merchants and as contractors generally. MK
- (b) To carry on business as manufacturers of, dealers in and agents for, the sale of tractors, traction engines, threshing machines, binding & reaping machines, ploughs, harrows, mowing machines, sowing machines, industrial machines and any other machines of whatsoever kind, mechanically propelled vehicles, automobiles, lorries, and generally any machinery, implements, vehicles, apparatus or tools suitable for use in or in connection with agriculture, forestry or gardening, and as suppliers of corn, hay, straw, seeds, wool, manures, livestock and farming supplies, and equipment generally, and of fuel, firing, oil and other commodities.
- (i) To carry on in the United Kingdom and elsewhere the business of hire-purchase, hiring, letting on hire, easy payment systems, and payment by instalment finance as applied to any commodities, articles and things of any kind or description to which these businesses are capable of application, and to institute, enter into, carry on, subsidise, assist or participate in financing any classes of businesses, works, contracts, undertakings, and operations of all kinds, and for the purposes aforesaid or any of them to purchase commodities, articles and things of every kind or description whatsoever.

4A280



A. W. W. W. W.

To carry on and undertake, in the United Kingdom and elsewhere, any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, bill brokers, discount houses, promoters of companies, capitalists or merchants and to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons, and to advance and lend money on assets of all kinds with or without security for the same, on such terms and in such manner as may be deemed expedient.

- (ii) To carry on all or any of the trades and businesses of farmers, graziers, breeders of and dealers in live stock, market gardeners, arboriculturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.

To breed, preserve and deal in game, fish and domestic and other animals of every description, and to carry on a fishery and to stock the same.

- (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property,
- (d) To carry on any other trade or business whatsoever which it may seem to the Company convenient or profitable to carry on in connection with or extension of any of the businesses aforesaid or otherwise,
- (e) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land and buildings, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or body corporate, any buildings, erections, plant, machinery and equipment necessary to or convenient for any purposes of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (g) To manage, develop, improve, turn to account,

J. A. Warrane

- (h) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any share, stocks or securities of any other company carrying on, or having objects authorising the carrying on, of any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgement of indebtedness on the part of the Company whether creating a charge or not.
- ia) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company or of any other person or body corporate with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (k) To receive money on deposit or loan, from and to lend money and make advances and give credit to, customers and others having dealings with the Company upon such terms as the Company may think fit.

- (l) To invest and deal with money of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (n) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to former officers of the Company and persons employed or formerly employed by the Company or its predecessors in business and the dependants of such officers and persons and to maintain or contribute to any pension, provident or other funds or schemes, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit, or be connected in any way with, the Company or its business or the persons employed by the Company.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interests of this Company. and to underwrite, subscribe for or place any shares or securities of any such company.
- (p) To amalgamate with any other company or companies in such manner as this Company shall think fit.
- (q) To enter any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company firm or person carrying on or proposing to carry on any business which this Company can carry on.
- (r) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company or partly in one way and partly in another and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (s) To distribute among the members in specie any property or assets of the Company which the Company may be competent to distribute.
- (t) To do all or any of the foregoing things as

principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others and through or by means of agents, brokers, sub-contractors, trustees or otherwise.

- (u) To do all such things as may be incidental or conducive to the attainment of the foregoing objects or any of them.
- (v) Each of the foregoing sub-clauses shall take effect as an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects specified in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £3000 divided into three thousand shares of one pound each. The shares in the original or any increased capital may be divided into different classes and there may be attached to the shares of any class any preferential, deferred or other rights or restrictions or conditions as to dividends, capital, voting or otherwise.

Note: Share Capital has been increased as follows:-

28th September 1956, to £10,000 divided into ten thousand shares of one pound each.

26th September 1958, to £30,000 divided into thirty thousand shares of one pound each.

✓
A. Williams
Secretary

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.
<p>FRANCIS HENRY DAMERELL Marley, Underlane, Plympton, S. Devon.</p> <p>Agricultural Engineer.</p>	<p>ONE</p>
<p>RODERICK CHARLES KEAST, Fordbrook, Brixton, Devon.</p> <p>Agricultural Engineer</p>	<p>ONE</p>

DATED this 29th day of December, 1947.

WITNESS to the above Signatures :-

T.S. ROSEVEARE,
West Antony,
Torpoint, Cornwall,

Company Director.

THE ASSOCIATED ENGINEERS CO. LTD.
Incorporated in England
W. W. W. W. W.
1947.

Number of 447678
Company 99

Form No. 28
(No filing fee payable)

THE COMPANIES ACTS 1948 to 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 66 of the Companies Act 1948).

Pursuant to Section 62 of the Companies Act 1948.

Insert the
Name of
the
Company {
WESTERN MACHINERY & EQUIPMENT CO.

LIMITED

Presented by

Presentor's Reference DEAC

GOULDENS,

40/43 CHANCERY LANE, LONDON, WC2A 1JJ

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors'
Law Stationery Society, Limited.

TO THE REGISTRAR OF COMPANIES.

WESTERN MACHINERY & EQUIPMENT CO.

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

that by a Special Resolution passed on the 30th day of April
1974 25,000 1 Per Cent Preference Shares of £1 each
were redesignated as and subdivided into 125,000 Ordinary
Shares of 20p. each.

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

(Signature)

J. A. Warran

(State whether Director or Secretary)

Secretary

Dated the 30th day of April 1974

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

--of--

WESTERN MACHINERY & EQUIPMENT CO. LTD.
(passed 30th April 1974)

At an Extraordinary General Meeting of Western Machinery &
Equipment Co. Limited held at 9 Palace Street

London S.W. 1. on the 30th day of April 1974

the following Resolution was passed as a SPECIAL RESOLUTION:

"That the share capital of the Company be re-organised
so as to be £30,000 divided into 150,000 Ordinary Shares
of 20p. each by subdividing and redesignating the
25,000 1 Per Cent Preference Shares of £1 each into
and as 125,000 Ordinary Shares of 20p each ranking pari
passu in all respects with the existing 25,000 Ordinary
Shares of 20p. of the Company."

GOULDENS


Chairman.


15 MAY 1974

Company No. 447678 / 101

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

-of-

the holders of the Ordinary Shares

-of-

WESTERN MACHINERY & EQUIPMENT CO. LTD.

(passed 30th April 1974)

At a Separate General Meeting of the holders of the Ordinary shares of 20p each of Western Machinery & Equipment Co. Ltd.,

held at 9 Palace Street, London S.W. 1.

on the 30th day of April 1974 the following Resolution was passed as an EXTRAORDINARY RESOLUTION:

"That the holders of the Ordinary Shares of 20p each in the capital of the Company hereby sanction the passing by the Company of the Special Resolution set out in the Notice dated the 30th day of April 1974 convening an Extraordinary General Meeting of the Company"

Jim Moulton

Chairman.

FOULDENS

15 MAY 1974

We, the undersigned, being a majority in number of the members having the right to attend and vote at the above mentioned meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right, hereby agree to the said meeting being convened and held at the time and place above mentioned and the Resolution set out above being proposed thereat as a Special Resolution

For British and Canadian Investments Ltd.

R. H. Elworthy

A. D. Roper

R. H. Elworthy
A. D. Roper
A. D. Roper

447678/

WESTERN MACHINERY & EQUIPMENT CO. LTD.

British and Canadian Investments Limited, the holder of all the 1 Per Cent Preference Shares of £1 each of the above-named Company, hereby sanctions the passing by the Company of the Special Resolution set out in the Notice dated the 30th day of April 1974 convening an Extraordinary General Meeting of the Company.

Dated the 30th day of April 1974.

.....
Director

for and on behalf of British and Canadian
Investments Limited

66

THE COMPANIES ACT, 1929

Director

COMPANY LIMITED BY SHARES

1103

447678

MEMORANDUM OF ASSOCIATION

-of-

WESTERN MACHINERY & EQUIPMENT
COMPANY LIMITED

Name changed
to "Western
Machinery &
Equipment
Company
Limited" on
1st November,
1950.

1. The name of the Company is "WESTERN MACHINERY
EXCHANGE 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 carry on business as agricultural engineers,
mechanical, electrical and general engineers,
steel converters, metal workers, wood workers,
builders, decorators, plumbers, land contractors,
general hauliers, timber merchants and as
contractors generally.

(b) To carry on business as manufacturers of,
dealers in and agents for, the sale of
tractors, traction engines, threshing machines,
binding & reaping machines, ploughs, harrows,
mowing machines, sowing machines, industrial
machines and any other machines of whatsoever
kind, mechanically propelled vehicles,
automobiles, lorries, and generally any
machinery, implements, vehicles, apparatus
or tools suitable for use in or in connection
with agriculture, forestry or gardening, and
as suppliers of corn, hay, straw, seeds, wool,
manures, livestock and farming supplies, and
equipment generally, and of fuel, firing, oil
and other commodities.

(i) To carry on in the United Kingdom and
elsewhere the business of hire-purchase,
hiring, letting on hire, easy payment
systems, and payment by instalment
finance as applied to any commodities,
articles and things of any kind or
description to which these businesses
are capable of application, and to
institute, enter into, carry on,
subsidise, assist or participate in
financing any classes of businesses,
works, contracts, undertakings, and
operations of all kinds, and for the
purposes aforesaid or any of them to
purchase commodities, articles and things
of every kind or description whatsoever.

To carry on and undertake, in the United Kingdom and elsewhere, any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, bill brokers, discount houses, promoters of companies, capitalists or merchants and to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons, and to advance and lend money on assets of all kinds with or without security for the same, on such terms and in such manner as may be deemed expedient.

- (ii) To carry on all or any of the trades and businesses of farmers, graziers, breeders of and dealers in live stock, market gardeners, arboriculturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.

To breed, preserve and deal in game, fish and domestic and other animals of every description, and to carry on a fishery and to stock the same.

- (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
- (d) To carry on any other trade or business whatsoever which it may seem to the Company convenient or profitable to carry on in connection with or extension of any of the businesses aforesaid or otherwise.
- (e) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land and buildings, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or body corporate, any buildings, erections, plant, machinery and equipment necessary to or convenient for any purposes of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (g) To manage, develop, improve, turn to account,

exchange, mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of, the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.

- (h) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any share, stocks or securities of any other company carrying on, or having objects authorising the carrying on, of any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgement of indebtedness on the part of the Company whether creating a charge or not.
- (ia) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company or of any other person or body corporate with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (k) To receive money on deposit or loan, from and to lend money and make advances and give credit to, customers and others having dealings with the Company upon such terms as the Company may think fit.

- (l) To invest and deal with money of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (n) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to former officers of the Company and persons employed or formerly employed by the Company or its predecessors in business and the dependants of such officers and persons and to maintain or contribute to any pension, provident or other funds or schemes, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit, or be connected in any way with, the Company or its business or the persons employed by the Company.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interests of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.
- (p) To amalgamate with any other company or companies in such manner as this Company shall think fit.
- (q) To enter any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company firm or person carrying on or proposing to carry on any business which this Company can carry on.
- (r) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company or partly in one way and partly in another and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (s) To distribute among the members in specie any property or assets of the Company which the Company may be competent to distribute.
- (t) To do all or any of the foregoing things as

principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others and through or by means of agents, brokers, sub-contractors, trustees or otherwise.

- (u) To do all such things as may be incidental or conducive to the attainment of the foregoing objects or any of them.
- (v) Each of the foregoing sub-clauses shall take effect as an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects specified in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £3000 divided into three thousand shares of one pound each. The shares in the original or any increased capital may be divided into different classes and there may be attached to the shares of any class any preferential, deferred or other rights or restrictions or conditions as to dividends, capital, voting or otherwise.

Note: Share Capital has been increased as follows:-

28th September 1956, to £10,000 divided into ten thousand shares of one pound each.

26th September 1958, to £30,000 divided into thirty thousand shares of one pound each.

By Special Resolution passed on 28th February 1972 the Capital of the Company was reorganised so as to consist of 25,000 1% Preference Shares of £1.00 each and 25,000 Ordinary Shares of 20p each.

By Special Resolution passed on 30th April 1974 the Capital of the Company was reorganised so as to be £30,000 divided into 150,000 Ordinary Shares of 20p 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.
FRANCIS HENRY DAMERELL Marley, Underlane, Plympton, S. Devon. Agricultural Engineer.	ONE
RODERICK CHARLES KEAST, Fordbrook, Brixton, Devon. Agricultural Engineer	ONE

DATED this 29th day of December, 1947.

WITNESS to the above Signatures :-

T.S. ROSEVEARE,
West Antony,
Torpoint, Cornwall,

Company Director.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

WESTERN MACHINERY & EQUIPMENT COMPANY LIMITED

Passed 29th October 1974

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held at 9 Palace Street, London S.W.1.

on Tuesday, the 29th day
of October 1974 the following SPECIAL RESOLUTIONS were
duly passed:-

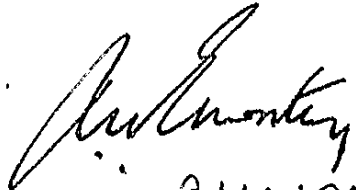
RESOLUTIONS

1. That Clause 3 of the Memorandum of Association of the Company be altered by deleting paragraph (ia) thereof and inserting the following new paragraph as paragraph (ia)

"(ia) To support and/or secure, whether by guarantee given under the Common Seal of the Company or under the hand of a duly authorised official of the Company or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of obligations of all kinds (including without prejudice to the generality of the foregoing the repayment or payment of the capital or principal amount of, and premiums interest and dividend on or any other money due in respect of any stocks, shares, debenture stock or other securities or borrowings) of the Company or of any other person or company including (without prejudice to the generality of the foregoing) any Company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act, 1948) or any subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business whether by reason of common shareholdings or otherwise."

2. That the Articles of Association contained in the document produced at this meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of the Company

3. That it is desirable in the interests of the Company that the Company should guarantee the obligations of its holding company, The Dutton-Forshaw Group Limited, in respect of the Variable Rate Unsecured Loan Stock 1978/80 issued by The Dutton-Forshaw Group Limited and that the Directors be authorised and requested to execute for such purpose a First Supplemental Trust Deed in the form of the print produced to this meeting with such modifications (if any) as the Directors may think fit to approve.


CHAIRMAN.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

-of-

WESTERN MACHINERY AND EQUIPMENT COMPANY LIMITED

(Adopted by Special Resolution of the Company
passed 29th October 1974)

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.
2. The Shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject 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.
3. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid-up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
4. Unless otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two and Clause 75 of Part I of Table A shall be omitted.
5. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.
6. The proviso to Clause 79 of Part I of Table A shall be omitted.
7. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Part I of Table A shall be modified accordingly.
8. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company,

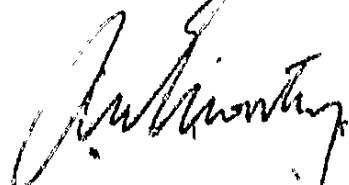
or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. Clause 87 of Part I of Table A shall be omitted.

9. Paragraph (f) of Clause 88 of Part I of Table A shall be omitted.

10. The provisions of sub-sections (1) to (6) inclusive of Section 185 of the Act shall not apply to the Company.

11. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation, or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement, shall remain in force as though he had not retired.

12. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Any such removal shall be subject to the provisions of any contract between the Director and the Company.

A handwritten signature in dark ink, appearing to be 'J. A. Smith', is written over the bottom right portion of the text.

No. 447678 | 109

THE COMPANIES ACTS 1929 to 1967

COMPANY LIMITED BY SHARES

Memorandum

(As altered by Special Resolution passed on 29th October, 1974)

AND

NEW

Articles of Association

(Adopted by Special Resolution passed on 29th October, 1974)

OF

WESTERN MACHINERY & EQUIPMENT
COMPANY LIMITED

WM. EASTON & SONS,
Solicitors,
3, Bolt Court,
Fleet Street,
LONDON, EC4A 3DX.

THE COMPANIES ACTS 1929 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

WESTERN MACHINERY & EQUIPMENT
COMPANY LIMITED

(As altered by Special Resolution passed on 29th October, 1974)

- * 1. The name of the Company is "WESTERN MACHINERY & EQUIPMENT 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 carry on business as agricultural engineers, mechanical, electrical and general engineers, steel converters, metal workers, wood workers, builders, decorators, plumbers, land contractors, general hauliers, timber merchants and as contractors generally.
 - (b) To carry on business as manufacturers of, dealers in and agents for, the sale of tractors, traction engines, threshing machines, binding & reaping machines, ploughs, harrows, mowing machines, sowing machines, industrial machines and any other machines of whatsoever kind, mechanically propelled vehicles, automobiles, lorries, and generally any machinery, implements, vehicles, apparatus or tools suitable for use in or in connection with agriculture, forestry or gardening, and as suppliers of corn, hay, straw, seeds, wool, manures, livestock and farming supplies, and equipment generally, and of fuel, firing, oil and other commodities.
- * The name of the Company was on the 1st November, 1950 changed from Western Machinery Exchange Limited.

- (i) To carry on in the United Kingdom and elsewhere the business of hire-purchase, hiring, letting on hire, easy payment systems, and payment by instalment finance as applied to any commodities, articles and things of any kind or description to which these businesses are capable of application, and to institute, enter into, carry on, subsidize, assist or participate in financing any classes of businesses, works, contracts, undertakings, and operations of all kinds, and for the purposes aforesaid or any of them to purchase commodities, articles and things of every kind or description whatsoever.

To carry on and undertake, in the United Kingdom and elsewhere, any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, bill brokers, discount houses, promoters of companies, capitalists or merchants and to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons, and to advance and lend money on assets of all kinds with or without security for the same, on such terms and in such manner as may be deemed expedient.

- (ii) To carry on all or any of the trades and businesses of farmers, graziers, breeders of and dealers in live stock, market gardeners, arboriculturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.

To breed, preserve and deal in game, fish and domestic and other animals of every description, and to carry on a fishery and to stock the same.

- (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses

aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

- (d) To carry on any other trade or business whatsoever which it may seem to the Company convenient or profitable to carry on in connection with or extension of any of the businesses aforesaid or otherwise.
- (e) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land and buildings, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or body corporate, any buildings, erections, plant, machinery and equipment necessary to or convenient for any purposes of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (g) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of, the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.
- (h) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any share, stocks or securities of any other company carrying on, or having objects authorising the carrying

on, of any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.

- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing any debentures, debenture stock, notes or other instruments constituting an acknowledgement of indebtedness on the part of the Company whether creating a charge or not.
- (ia) To support and/or secure, whether by guarantee given under the Common Seal of the Company or under the hand of a duly authorised official of the Company or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of obligations of all kinds (including without prejudice to the generality of the foregoing the repayment or payment of the capital or principal amount of and premiums interest and dividend on or any other money due in respect of any stocks, shares, debenture stock or other securities or borrowings) of the Company or of any other person or company including (without prejudice to the generality of the foregoing) any Company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act, 1948) or any subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business whether by reason of common shareholdings or otherwise.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of

any contract, obligation or liability of the Company or of any other person or body corporate with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.

- (k) To receive money on deposit or loan, from and to lend money and make advances and give credit to, customers and others having dealings with the Company upon such terms as the Company may think fit.
- (l) To invest and deal with money of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (n) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to former officers of the Company and persons employed or formerly employed by the Company or its predecessors in business and the dependants of such officers and persons and to maintain or contribute to any pension, provident or other funds or schemes, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit, or be connected in any way with, the Company or its business or the persons employed by the Company.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interests of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.

- (p) To amalgamate with any other company or companies in such manner as this Company shall think fit.
- (q) To enter any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company firm or person carrying on or proposing to carry on any business which this Company can carry on.
- (r) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company or partly in one way and partly in another and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (s) To distribute among the members in specie any property or assets of the Company which the Company may be competent to distribute.
- (t) To do all or any of the foregoing things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others and through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (u) To do all such things as may be incidental or conducive to the attainment of the foregoing objects or any of them.
- (v) Each of the foregoing sub-clauses shall take effect as an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects specified in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £3000 divided into three thousand shares of one pound each. The shares in the original or any increased capital may be divided into different classes and there may be attached to the shares of any class any preferential deferred or other rights or restrictions or conditions as to dividends, capital, voting or otherwise.

Notes: (1) Share Capital has been increased as follows :—

- (a) 28th September 1956, to £10,000 divided into ten thousand shares of one pound each.
 - (b) 26th September 1958, to £30,000 divided into thirty thousand shares of one pound each.
- (2) By Special Resolution passed on 28th February 1972 the Capital of the Company was reorganised so as to consist of 25,000 1% Preference Shares of £1.00 each and 25,000 Ordinary Shares of 20p each.
- (3) By Special Resolution passed on 30th April 1974 the Capital of the Company was reorganised so as to be £30,000 divided into 150,000 Ordinary Shares of 20p 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
<p>FRANCIS HENRY DAMERELL Marley, Tunderlane, PLYMOUTH, S. Devon.</p> <p>Agricultural Engineer.</p>	ONE
<p>RODERICK CHARLES KRIST, Fordbrook, Brixton, S. Devon.</p> <p>Agricultural Engineer.</p>	ONE

DATED this 25th day of December 1947.

WITNESS to the above Signatures:-

T. S. ROSEVEARE,
West Antony,
Torpohill, Cornwall.

Company Director.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

WESTERN MACHINERY & EQUIPMENT
COMPANY LIMITED

(Adopted by Special Resolution of the Company passed 29th October 1974) ✓

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.
2. The Shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject 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.
3. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid-up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
4. Unless otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two and Clause 75 of Part I of Table A shall be omitted.
5. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or

otherwise as the Board may determine.

6. The proviso to Clause 79 of Part I of Table A shall be omitted.

7. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Part I of Table A shall be modified accordingly.

8. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or of any persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. Clause 87 of Part I of Table A shall be omitted.

9. Paragraph (f) of Clause 88 of Part I of Table A shall be omitted.

10. The provisions of sub-sections (1) to (6) inclusive

of Section 185 of the Act shall not apply to the Company.

11. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation, or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement, shall remain in force as though he had not retired.

12. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Any such removal shall be subject to the provisions of any contract between the Director and the Company.



447678

COMPANIES ACT 1985

SPECIAL RESOLUTION OF WESTERN MACHINERY ^{AND} EQUIPMENT COMPANY LIMITED

PASSED ON 2nd SEPTEMBER 1991 /

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at Redlake Trading Estate, Ivybridge, Devon on the 2nd day of September 1991 the following special resolution was duly passed:

"That the name of the Company be changed to Dutton-Forshaw (Land Machinery) Limited with effect from the 1st day of October 1991".

Signed _____

P.F. DREDGE
Director/Company Secretary.

£50 / LB / P1 / 030887

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 447678

I hereby certify that

**WESTERN MACHINERY AND EQUIPMENT COMPANY
LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

DUTTON-FORSHAW (LAND MACHINERY) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 OCTOBER 1991

A handwritten signature in dark ink, appearing to read 'F. L. Vignani', is written over a faint, circular official stamp.

an authorised officer