

r of
by }

471252

Form No. 41.

THE COMPANIES ACT 1948.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

ICE-MATIC
LIMITED.

ed by

CLIFFORD-TURNER & CO.,
11, OLD JEWRY,
LONDON. E.C. 3

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Robert Grimshaw Whitehead

of 11 Old Jewry, London, E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "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 _____

ICE-MATIC

Limited, and that all the requirements of the Companies Act, 1948
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, 1885"

Declared at 7 Duckersbury

in the City of London

the 18th day of July 1949.

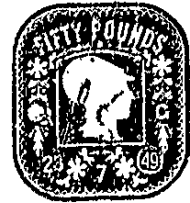
Before me,

Raymond Simonis

Robert Grimshaw Whitehead

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital OF

ICE-MATIC

LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

CLIFFORD-TURNER & CO.,

11, OLD JEWRY,

LONDON: E.C.5.

high 1211
2/10/1913
1-1

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

ICE-MATIC

, Limited

is £ 10,000 , divided into 4,000

Shares of 1s. each. and 9,800 Shares of
£1 each.

*Signature

[Handwritten Signature]

Description Subscriber to Memorandum of
Association.

Dated the

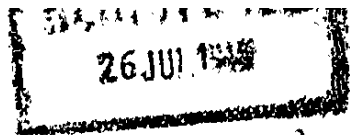
18th

day of

July

1949.

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



471252/3

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

ICE-MATIC LIMITED

1. The Name of the Company is "ICE-MATIC 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 trade or business as manufacturers, constructors or assemblers of, dealers in, contractors for, repairers of or maintainers of and importers and exporters of all kinds of coin-worked or automatic machines and generally any apparatus, machines, furniture or fittings for use in shops, restaurants, hotels, offices or business establishments.
 - (b) To carry on business as mechanical and electrical engineers and metal workers and wood workers generally.
 - (c) To carry on the following businesses, namely, importers, exporters and manufacturers of and dealers in, ores, metals, chemicals and other preparations, processes and articles, merchants, warehousemen, shipowners, ship or boat builders, wharfingers, storekeepers, charterers of ships and other vessels, lightermen, barge owners, carriers, agents, brokers (other than Stock and Share Brokers), forwarding agents, bonded carmen and common carmen and contractors, or any trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.

- (d) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (e) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (f) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (g) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (i) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (j) To guarantee payment or performance of any debts, contracts or obligations, or become security for any person firm or company for any purpose whatsoever and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (k) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any purpose which may seem directly or indirectly calculated to benefit this Company.
- (l) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (m) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and

any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

- (n) To receive money on deposit upon such terms as the Company may approve.
- (o) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (p) To lend money to any company on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, but not to carry on the business of a registered money lender.
- (q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (r) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (s) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (t) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (u) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such

consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.

- (v) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (w) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business ; to give pensions, gratuities or charitable aid to any person (including any director of the Company) who may have served the Company or its predecessors in business, or to the wives, children or other relatives or dependants of such persons ; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (x) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (y) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (z) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (aa) To distribute any of the property of the Company in specie among the shareholders.
- (bb) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (cc) To do all such things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and *vice versa*, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or Article 2 (a) of the Articles of Association or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £10,000 divided into 4,000 shares of 1s. each and 9,800 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Byrlit John Holland</i> <i>11 Old Jewry London E.C.2.</i> <i>Solicitor at Law</i>	<i>One "B" Share</i> <i>of £1</i>
<i>John Bernard Rowman</i> <i>11 Old Jewry</i> <i>London E.C.2.</i> <i>Solicitor at Law</i>	<i>One "B" Share</i> <i>of £1</i>

Dated the *18th* day of *July*, 19*49*

Witness to all the above Signatures :—

W. H. Macdonald

W. H. Macdonald
CLIFFORD - TURNER & CO.,
 11, OLD JEWRY,
 LONDON, E.C.2

Solicitor

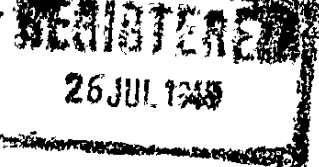


THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Articles of Association



OF

ICE-MATIC LIMITED

PRELIMINARY.

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 (which Table is hereinafter called Table "A") shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table "A" numbered 24, 53, 77, 79, 89, 90, 91 and 92 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table "A," the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table "A," except Clause 1 therein, shall apply to the Company.

FIRST BUSINESS.

2. (A) The first business of the Company shall be to enter into an Agreement (a draft of which has already been prepared and signed for identification by John Gordon Hopton and Eric James Edward, both solicitors) between Cyril Eugene Bouracier and Henry Edward Whitlock of the one part and the Company of the other part for the acquisition by the Company of certain Inventions and Patents and Patent rights and the employment by the Company of the said Cyril Eugene Bouracier with or without such modifications as may be finally agreed between the said Solicitors and to carry the same into effect.

SHARES.

3. The share capital of the Company is £10,000 divided into 4,000 "A" Shares of 1s. each and 9,800 "B" Shares of £1 each.

4. The whole of the net profits of the Company which it shall be determined to distribute shall be divided among the holders of the "A" and "B" Shares in proportion to the number of shares

held by them respectively and in the event of a winding up the whole of the surplus assets (if any) remaining after payment off of the amount paid up on the " A " and " B " Shares shall be distributed among the holders of the " A " and " B " Shares in proportion to the number of shares held by them respectively.

5. Subject as hereinafter provided all shares for the time being created and unissued shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

6. (A) No " A " or " B " Share shall, save as otherwise provided by this Article, be transferred to any person unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(B) Every Member or other person who wishes to transfer " A " or " B " Shares (hereinafter in this Article called " the shares ") shall give a notice in writing (hereinafter called " the transfer notice ") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value and shall constitute the Company his agents for the sale of such shares to any Member or Members selected under paragraph (II) as holding " A " or " B " Shares as the case may be at the price so fixed, or at the fair value to be fixed by the Auditor in accordance with this Article. The transfer notice shall not be revocable except with the sanction of the Directors.

(c) If the Company shall within twenty-eight days after being served with such notice find a Member holding " A " or " B " Shares of the Company willing to purchase the shares as hereinafter provided and shall give notice thereof to the proposing transferor he shall be bound upon payment of the fair value to transfer the shares to the purchasing Member.

(D) In case any difference arises between the proposing transferor and the purchasing Member as to the fair value of a share, the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an Arbitrator, and accordingly the Arbitration Act, 1889, shall not apply.

(E) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the shares, the Company may receive the purchase money, and shall thereupon cause the name of the purchasing Member to be entered in the Register as the holder of the shares, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(F) The previous sanction of the Directors to the transfer of any share sold pursuant to the preceding provisions of this Article shall not be required.

(G) If the Company shall not within the space of twenty-eight days after being served with the transfer notice find a Member holding "A" or "B" Shares of the Company willing to purchase the shares, and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Clause 3 in Part II of Table "A", to sell and transfer the shares or so many of them as the Company shall not have found a purchaser for as aforesaid, to any person at any price.

(H) The "A" Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Members other than the proposing transferor holding "A" Shares as nearly as may be in proportion to their respective holdings of such last-mentioned shares held by them respectively. The "B" Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Members other than the proposing transferor holding "B" Shares as nearly as may be in proportion to their respective holdings of such last-mentioned shares. The offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the Members that any Member who desires an allotment of shares in excess of his proportion should in his reply state how many excess shares he desires to have; and if all the Members do not claim their proportions the unclaimed shares shall be used for satisfying the claims in excess. If any shares shall not be capable, without fractions, of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots to be drawn under the

direction of the Directors. Any "A" Shares not taken up by Members holding "A" Shares shall forthwith after the date fixed for the acceptance of the said offer be offered in like manner to Members holding "B" Shares and similarly any "B" Shares not taken up by Members holding "B" Shares shall forthwith similarly be offered in like manner to Members holding "A" Shares.

(i) Any share may be transferred by a Member to any child or wife of such Member and the Directors shall have no right to refuse to register any such transfer.

7. The lien conferred by Clause 11 in Part I of Table "A" shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

8. In Clause 15 of Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that."

9. If any shares of the Company shall be issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the consent of the Board of Trade, pay interest at a rate not exceeding 4 per cent. per annum or such other rate as may for the time being be prescribed by Order of the Treasury, on as much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions specified in Section 65 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

RESOLUTIONS.

10. 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.

PROCEEDINGS AT GENERAL MEETINGS.

11. The following words shall be added to the end of Clause 52 in Part I of Table "A": "and fixing the remuneration of Directors".

12. 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.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table " A " shall be modified accordingly.

DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven and Clause 75 in Part I of Table " A " shall be modified accordingly.

15. A Director need not hold any shares of the Company to qualify as a Director.

16. 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.

17. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

18. 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 does 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 in Part I of Table " A " shall be modified accordingly.

19. A Director present at any meeting of Directors or committee of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table " A " shall be modified accordingly.

20. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependents, and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity pension or allowance.

21. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person instead of the Director so removed, and the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed, but this provision shall not prevent him from being eligible for re-election.

ALTERNATE DIRECTORS.

22. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

PROCEEDINGS OF DIRECTORS.

23. Any such resolution in writing as is referred to in Clause 106 in 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.

24. No Director shall vacate his office or be ineligible for appointment or re-election by reason of his age.

25. So long as the whole of the "A" Shares for the time being issued shall be beneficially owned by any one or more of the persons mentioned in Article 26 hereof :—

- (A) the holders of the majority in number of the "A" Shares for the time being issued shall together have the

right by writing signed by them to appoint or require the appointment of and to retain on the Board of the Company two persons as Directors out of a Board of five Directors and another person or other persons as a Director or Directors in the same proportion as the Company or any other body of shareholders so that if there be five Directors such right shall be to appoint or require the appointment of and to retain on the Board of the Company two Directors out of five and if there be seven Directors then three and if there be nine Directors then four and so on ;

- (b) and so long as the issued share capital of the Company shall not exceed £84,800 the holders of the " A " Shares for the time being issued shall be offered for subscription for cash at par between them 28.75 per cent. of any shares in the capital of the Company which the Company shall determine to issue beyond or in excess of a total issued capital of £40,800 and such shares or such proportion thereof as shall be accepted shall be allotted to the holders of the " A " Shares in such proportions as shall be notified to the Company in writing by the holders of the " A " Shares and any shares so offered and not accepted as aforesaid within 21 days of any such offer shall be at the disposal of the Directors who may allot the same pursuant to their powers under Article 5 hereof.

26. The persons referred to in Articles 25 and 27 hereof are Cyril Eugene Bouracier, Henry Edward Whitlock, Richard Morrison-Jones, Bernard Palmer Fisher Deane, Frederick William Davis and Henry Frederick Kimberley Loftin, and any child or wife of any such persons.

27. So long as the whole of the " A " Shares for the time being issued are beneficially owned by any one or more of the persons mentioned in Article 26 hereof this Article and Articles 25 and 26 shall not be modified or derogated without the consent in writing of the holders of the " A " Shares for the time being issued and the Company shall be entitled at any time and from time to time to be furnished by the holders of the " A " Shares with a Statutory Declaration pursuant to the Statutory Declarations Act, 1835, that the whole of the " A " Shares are beneficially owned by any one or more of the persons referred to in Article 26 hereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

byril John Pollard
 " *Old Jewry London E.C.2*
Solicitors Clerk.

John Bernard Lawman
 " *Old Jewry*
London E.C.2.
Solicitors Clerk

Dated this *18th* day of *July*, 19*19*

Witness to the above Signatures—

W. J. [unclear]

Clifford
CLIFFORD-TURNER & CO;
 11, OLD JEWRY,
 LONDON, E.C.2.
Solicitors

DUPLICATE FOR THE FILE.

No. 471252



Certificate of Incorporation

I Hereby Certify, That

ICE-MATIC LIMITED

is this day Incorporated under the Companies Act, 1948
and that the Company is Limited.

Given under my hand at London this Twenty-sixth day of
July One Thousand Nine Hundred and Forty-nine.

[Signature]
Registrar of Companies.

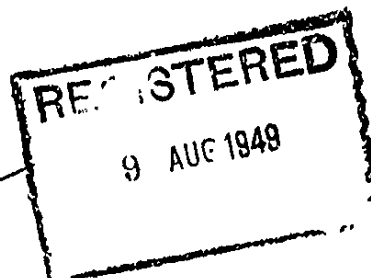
Certificate
received by

James A. Gurnea
for Clifford-Turner & Co.

Date

July 27th 1949

No. 471252.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

OF

ICE-MATIC LIMITED

Passed the 28th day of July, 1949.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held on the 28th day of July, 1949, the following SPECIAL RESOLUTION was duly passed :—

SPECIAL RESOLUTION.

That the Company be converted into a Public Company by making the following alterations to its Articles of Association :—

- (A) By deleting the figure "24" from the fifth line in Article 1.
- (B) By deleting the whole of Article 2.
- (c) By deleting from the sixth line of Article 6 (G) the words "Clause 3 in Part II" and substituting therefor "Clause 24 in Part I."


C. J. POLLARD,

Chairman of Meeting.



No. 471252. *10*



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ORDINARY RESOLUTION
OF
ICE-MATIC LIMITED

Passed the 5th day of January, 1950.

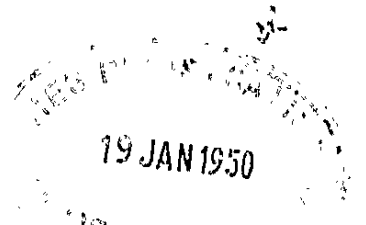
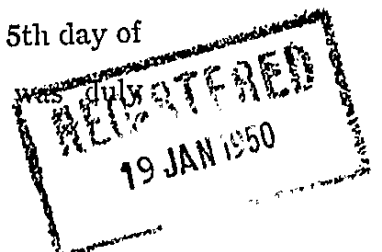
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Denison House, 296 Vauxhall Bridge Road, London, S.W.1, on the 5th day of January, 1950, the following ORDINARY RESOLUTION was passed :—

ORDINARY RESOLUTION.

That the Capital of the Company be increased from £10,000 to £21,000 by the creation of a further 4,400 " A " Shares of 1s. each and 10,780 " B " Shares of £1 each, which shares, when issued, shall rank *pari passu* with the existing " A " and " B " Shares constituting the present Capital of the Company respectively.

E. C. PREST,

Secretary.



Number of
Company } 471252

Form No. 10.

The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



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

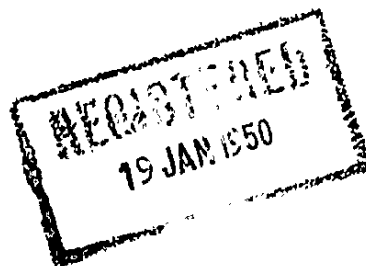
Notice of Increase in the Nominal Capital

OF

ICE-MATIC

LIMITED

Pursuant to Section 63 of The Companies Act, 1948



"CERTIFICATE, ESTRAND, LONDON."

REG-J50785
Telephone No.: HOLBORN 0431 (6 lines)

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers
6 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

by

E.C. PREST

24 Devon House, S.W.1.

Notice of Increase in the Nominal Capital

OF

ICE-MATIC

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) ORDINARY Resolution of the Company dated the Fifth day of January, 1950 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 11,000. beyond the Registered Capital of £ 10,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
4400	"A" Shares.	1s.
10780	"B" Shares.	21.

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

To rank *pari passu* with the existing "A" and "B" Shares constituting the present Capital of the Company, respectively.

Signature

Description (c)

E. J. Hest.

Secretary.

Dated the Fifth day
of January 1950.

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

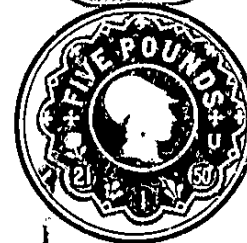
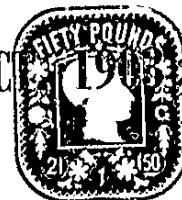
This margin is reserved for binding, and must not be written across.

Number of } 471252
Company }

[Form No. 26

**THE STAMP ACT, 1891; THE REVENUE ACT
and THE FINANCE ACT, 1933**

COMPANY HAVING A SHARE CAPITAL



Inland
Revenue
Duty Stamp
to be
impressed
here.

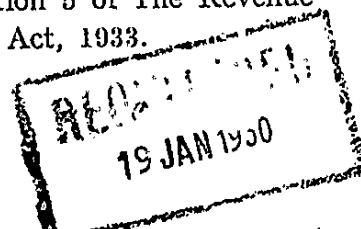
Statement of Increase of the Nominal Capital

OF

ICE-MATIC

LIMITED

in pursuance of Section 112 of The Stamp Act, 1891; Section 5 of The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.



The Statement has to be registered with the Notice of Increase in the Nominal Capital and a printed copy of the Resolution authorising the Increase required under Section 63 of The Companies Act, 1948.

HC-39697

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

**Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2**

Presented by

E. C. PREST.

24 Denison House, S.W.1.

P. 1/60

THE NOMINAL CAPITAL

OF

ICE-MATIC

LIMITED,

has, by a Resolution of the Company dated the fifth day
of January, 1950, been increased by the addition thereto of
the sum of Eleven Thousand Pounds,
divided into 4400 "A" Shares of 1s. each and 10780 "B" Shares
of £1 each
beyond the Registered Capital of Ten thousand Pounds

Signature.....

[Handwritten Signature]

Description.....

Secretary.

Dated the Fifth day
of January 1950

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

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

No. 471252. / 18



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ORDINARY RESOLUTION
OF
ICE-MATIC LIMITED

Passed the 19th day of November, 1951.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Denison House, 296 Vauxhall Bridge Road, London, S.W.1, on the 19th day of November, 1951, the following ORDINARY RESOLUTION was duly passed :—

ORDINARY RESOLUTION.

That the Capital of the Company be increased from £21,000 to £41,000 by the creation of a further 7,600 " A " Shares of 1s. each and 19,620 " B " Shares of £1 each, which shares, when issued, shall rank *pari passu* with the existing " A " and " B " Shares constituting the present Capital of the Company respectively.


C. E. PREST,

Chairman

B., M. & Co., Ltd. T50299F.



C261

Number of } 471252
Company } 119



THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
name
of the
company

ICE-MATIC

LIMITED

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



Presented by

E. Chad.

24 Denison House,
296 Vauxhall Bridge Road,
LONDON, S. W. 1.

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

ICE-MATIC

Limited, hereby gives you notice, pursuant to

*"Ordinary," Section 63 of the Companies Act, 1948, that by an *...Ordinary...
"Extra-ordinary," or Resolution of the Company dated the Nineteenth day of November...1951...
"Special". the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £.20,000...
beyond the Registered Capital of £21,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
7,600	"A"	1s.
19,620	"B"	21.

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 with the existing "A" and "B" shares
constituting the present Capital of the Company respectively.

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

Signature

[Handwritten Signature]

State whether Director
or Secretary

SECRETARY.

Dated the...Twenty-third

day of...November...1951

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

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

ICE-MATIC

LIMITED

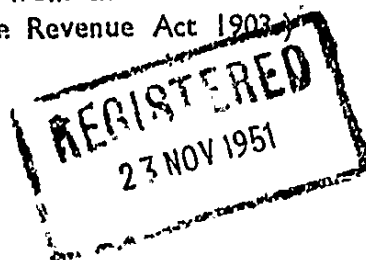
Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

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

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

Presented by

[Signature]
24 Denison House,
296 Vauxhall Bridge Road,
LONDON, S. W. 1.



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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS

FORMS

Companies 6B

THE NOMINAL CAPITAL

OF

ICE-MATIC Limited

has by a Resolution of the Company dated
19th November 1951 been increased by
the addition thereto of the sum of £20,000,
divided into :—

7,600 "A" Shares of 1s. each

19,620 "B" Shares of £1. each

beyond the registered Capital of £21,000

Signature _____



(State whether Director or Secretary) SECRETARY.

Dated the Twenty-third day of November 1951

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

28

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



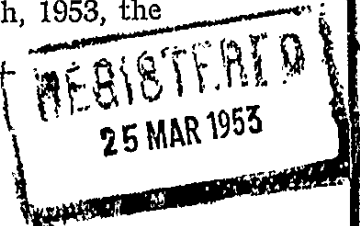
SPECIAL AND ORDINARY RESOLUTIONS

OF

ICE-MATIC LIMITED

Passed the 12th day of March, 1953.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Denison House, 96 Vauxhall Bridge Road, London, S.W.1, on the 12th day of March, 1953, the following ORDINARY and SPECIAL RESOLUTIONS were duly passed :—



ORDINARY RESOLUTION.

1. That the Capital of the Company be increased from £41,000 to £60,000 by the creation of (a) an additional 2,500 "A" Shares of 1s. each ranking *pari passu* in all respects with the existing 16,000 "A" Shares of 1s. each so as to form one uniform class of 18,500 "A" Shares of 1s. each and (b) an additional 18,875 "B" Shares of £1 each ranking *pari passu* in all respects with the existing 40,200 "B" Shares of £1 each so as to form one uniform class of 59,075 "B" Shares of £1 each.

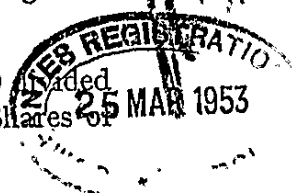
SPECIAL RESOLUTION.

2. That the Articles of Association of the Company be altered in manner following, that is to say :—

(a) By deleting the figures and word "90, 91 and 92" from the fifth line of Article 1.

(b) By deleting Article 3 and substituting therefor the following new Article :—

"3. The Share Capital of the Company is £60,000 divided into 18,500 "A" Shares of 1s. each and 59,075 "B" Shares of £1 each."



(c) By deleting from Article 5 the words "Subject as hereinafter provided."

(d) By deleting the whole of Article 6 and substituting therefor the following new Article :—


" 6 (a) No share shall be transferred to a person who is not a Member (other than to the wife or husband or a child of the transferor or the widow or widower or a child of a deceased Member to whom the deceased Member may have specifically bequeathed the same) unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any Member proposing to transfer any share shall give notice in writing to the Company that he desires to transfer the same. Such notice shall specify the sum fixed by the Company's Auditors as the fair value and shall constitute the Company his agent for the sale thereof at the price so fixed as the fair value. The shares specified in any such notice shall be offered in the first place by the Company to the Members other than the proposing transferor as nearly as may be in proportion to the existing shares held by them respectively and may notify to the Members that any Member who desires an allotment of shares in excess of his proportion should indicate to the Company how many excess shares he desires to have ; and if all the Members do not claim their proportions the unclaimed shares shall be used for satisfying the claims in excess.

(c) If default shall be made by the proposing transferor in transferring the shares specified in any such notice as aforesaid, the Company may receive the purchase money and cause the name of the purchasing Member to be entered in the Register and shall hold the purchase money in trust for the proposing transferor. If the Company shall not, within twenty-eight days after being served with a transfer notice, find a purchasing Member or Members and give notice thereof to the proposing transferor, the proposing transferor shall be at liberty subject to Clause 24 in Part I of Table " A " to sell and transfer the shares (or such of them as shall not have been sold) to any person and at any price."

(e) By deleting the whole of Articles 25, 26 and 27 and inserting the following new Article 25 :—

" 25. Cyril Eugene Bouracier shall be entitled subject to sub-clauses (b) to (e) inclusive in Clause 88 in Part I of Table " A " to hold office as a Director of the Company so long as he shall live and subject thereto at the Annual General Meeting in 1954 and in every subsequent year, one-third of the remaining Directors for the time being or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office."


C. E. PREST,
Chairman.

Number of
Company

471252

Form No. 10.

THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

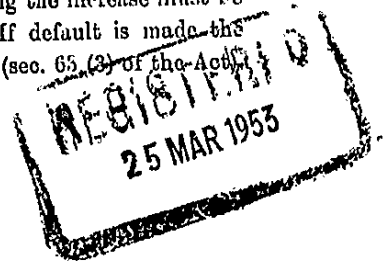
Pursuant to section 63

Invert the
Name
of the
Company

ICE-MATIC

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 65 (3) of the Act).



Printed by

296 Vauxhall Bridge Road,

S.W.1.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies 6A

To THE REGISTRAR OF COMPANIES.

Ice-Matic Limited, hereby gives you notice, pursuant to
* "Ordinary," Section 63 of the Companies Act, 1948, that by an Ordinary
"Extra-ordinary" or Resolution of the Company dated the Twelfth day of March 1953
"Special". the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 19,000
beyond the Registered Capital of £ 41,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
2500	"A"	1/-
18,875	"B"	21

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 with the existing "A" and "B" shares
constituting the present capital of the Company respectively.

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

Signature



State whether Director
or Secretary }

SECRETARY

March

1953..

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

50
THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY S



Statement of Increase of the Nominal Capital
OF

ICE-MATIC

LIMITED

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

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

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

Presented by

296 Vauxhall Bridge Road,

S.W.1.



The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

C1097

THE NOMINAL CAPITAL

OF

ICE-MATIC Limited

has by a Resolution of the Company dated
12th March 1953 been increased by
the addition thereto of the sum of £ 12,000,
divided into :—

2,500 "A" Shares of 1/- each

18,875 "B" Shares of 21 each

beyond the registered Capital of 241,000

Signature



(State whether Director or Secretary) SECRETARY

Dated the Twenty-fifth day of March 1953

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

COMPANY LIMITED BY SHARES.

EXTRAORDINARY RESOLUTION
OF
ICE-MATIC LIMITED

Passed the 12th day of March, 1953.

At a SEPARATE MEETING of the holders of the "B" Shares of £1 each of the above-named Company, duly convened and held at Denison House, 296 Vauxhall Bridge Road, London, S.W.1, on the 12th day of March, 1953, following EXTRAORDINARY RESOLUTION was duly passed :—

EXTRAORDINARY RESOLUTION.

That this Separate Meeting of the holders of the "B" Shares of Ice-Matic Limited hereby sanctions every modification, abrogation or variation of any rights or privileges attached or belonging to the "B" Shares of the Company proposed to be effected or authorised by or involved in the passing by the Company in General Meeting of the Ordinary and Special Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the Twelfth day of March, 1953, as follows :—

1. That the Capital of the Company be increased from £41,000 to £60,000 by the creation of (a) an additional 2,500 "A" Shares of 1s. each ranking *pari passu* in all respects with the existing 16,000 "A" Shares of 1s. each so as to form one uniform class of 18,500 "A" Shares of 1s. each and (b) an additional 18,875 "B" Shares of £1 each ranking *pari passu* in all respects with the existing 40,200 "B" Shares of £1 each so as to form one uniform class of 59,075 "B" Shares of £1 each.

2. That the Articles of Association of the Company be altered in manner following, that is to say :—

(a) By deleting the figures and word "90, 91 and 92" from the fifth line of Article 1.

(b) By deleting Article 3 and substituting therefor the following new Article :—

"3. The Share Capital of the Company is £60,000 divided into 18,500 "A" Shares of 1s. each and 59,075 "B" Shares of £1 each."

- (c) By deleting from Article 5 the words "Subject as hereinafter provided."
- (d) By deleting the whole of Article 6 and substituting therefor the following new Article :—

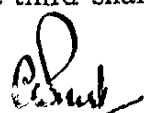
" 6 (a) No share shall be transferred to a person who is not a Member (other than to the wife or husband or a child of the transferor or the widow or widower or a child of a deceased Member to whom the deceased Member may have specifically bequeathed the same) unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any Member proposing to transfer any share shall give notice in writing to the Company that he desires to transfer the same. Such notice shall specify the sum fixed by the Company's Auditors as the fair value and shall constitute the Company his agent for the sale thereof at the price so fixed as the fair value. The shares specified in any such notice shall be offered in the first place by the Company to the Members other than the proposing transferor as nearly as may be in proportion to the existing shares held by them respectively and may notify to the Members that any Member who desires an allotment of shares in excess of his proportion should indicate to the Company how many excess shares he desires to have ; and if all the Members do not claim their proportions the unclaimed shares shall be used for satisfying the claims in excess.

(c) If default shall be made by the proposing transferor in transferring the shares specified in any such notice as aforesaid, the Company may receive the purchase money and cause the name of the purchasing Member to be entered in the Register and shall hold the purchase money in trust for the proposing transferor. If the Company shall not, within twenty-eight days after being served with a transfer notice, find a purchasing Member or Members and give notice thereof to the proposing transferor the proposing transferor shall be at liberty subject to Clause 24 in Part I of Table " A " to sell and transfer the shares (or such of them as shall not have been sold) to any person and at any price."

- (e) By deleting the whole of Articles 25, 26 and 27 and inserting the following new Article 25 :—

" 25. Cyril Eugene Bouracier shall be entitled subject to sub-clauses (b) to (e) inclusive in Clause 88 in Part I of Table " A " to hold office as a Director of the Company so long as he shall live and subject thereto at the Annual General Meeting in 1954 and in every subsequent year, one-third of the remaining Directors for the time being or if their number is not three or multiple of three, then the number nearest one-third shall retire from office."


C. E. PREST,

Chairman

COMPANY LIMITED BY SHARES.



EXTRAORDINARY RESOLUTION
OF
ICE-MATIC LIMITED

Passed the 12th day of March, 1953.

At a SEPARATE MEETING of the holders of the "A" Shares of 1s. each of the above-named Company, duly convened and held at Denison House, 296 Vauxhall Bridge Road, London, S.W.1, on the 12th day of March, 1953, the following EXTRAORDINARY RESOLUTION was duly passed :—

EXTRAORDINARY RESOLUTION.

That this Separate Meeting of the holders of the "A" Shares of Ice-Matic Limited hereby sanctions every modification, abrogation or variation of any rights or privileges attached or belonging to the "A" Shares of the Company proposed to be effected or authorised by or involved in the passing by the Company in General Meeting of the Ordinary and Special Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the Twelfth day of March, 1953, as follows :—

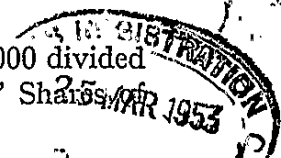
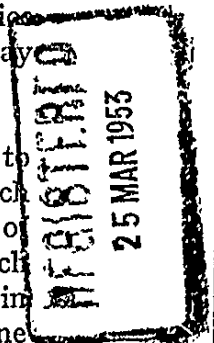
1. That the Capital of the Company be increased from £41,000 to £60,000 by the creation of (a) an additional 2,500 "A" Shares of 1s. each ranking *pari passu* in all respects with the existing 16,000 "A" Shares of 1s. each so as to form one uniform class of 18,500 "A" Shares of 1s. each and (b) an additional 18,875 "B" Shares of £1 each ranking *pari passu* in all respects with the existing 40,200 "B" Shares of £1 each so as to form one uniform class of 59,075 "B" Shares of £1 each.

2. That the Articles of Association of the Company be altered in manner following, that is to say :—

(a) By deleting the figures and word "90, 91 and 92" from the fifth line of Article 1.

(b) By deleting Article 3 and substituting therefor the following new Article :—

" 3. The Share Capital of the Company is £60,000 divided into 18,500 "A" Shares of 1s. each and 59,075 "B" Shares of £1 each."



A5158

- (c) By deleting from Article 5 the words "Subject as hereinafter provided."
- (d) By deleting the whole of Article 6 and substituting therefor the following new Article :—

" 6 (a) No share shall be transferred to a person who is not a Member (other than to the wife or husband or a child of the transferor or the widow or widower or a child of a deceased Member to whom the deceased Member may have specifically bequeathed the same) unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any Member proposing to transfer any share shall give notice in writing to the Company that he desires to transfer the same. Such notice shall specify the sum fixed by the Company's Auditors as the fair value and shall constitute the Company his agent for the sale thereof at the price so fixed as the fair value. The shares specified in any such notice shall be offered in the first place ~~by the~~ Company to the Members other than the proposing transferor as nearly as may be in proportion to the existing shares held by them respectively and may notify to the Members that any Member who desires an allotment of shares in excess of his proportion should indicate to the Company how many excess shares he desires to have ; and if all the Members do not claim their proportions the unclaimed shares shall be used for satisfying the claims in excess.

(c) If default shall be made by the proposing transferor in transferring the shares specified in any such notice as aforesaid, the Company may receive the purchase money and cause the name of the purchasing Member to be entered in the Register and shall hold the purchase money in trust for the proposing transferor. If the Company shall not, within twenty-eight days after being served with a transfer notice, find a purchasing Member or Members and give notice thereof to the proposing transferor, the proposing transferor shall be at liberty subject to Clause 24 in Part I of Table " A " to sell and transfer the shares (or such of them as shall not have been sold) to any person and at any price."

- (e) By deleting the whole of Articles 25, 26 and 27 and inserting the following new Article 25 :—

" 25. Cyril Eugene Bouracier shall be entitled subject to sub-clauses (b) to (e) inclusive in Clause 88 in Part I of Table " A " to hold office as a Director of the Company so long as he shall live and subject thereto at the Annual General Meeting in 1954 and in every subsequent year, one-third of the remaining Directors for the time being or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office."


C. E. PREST,
Chairman.

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Special Resolution

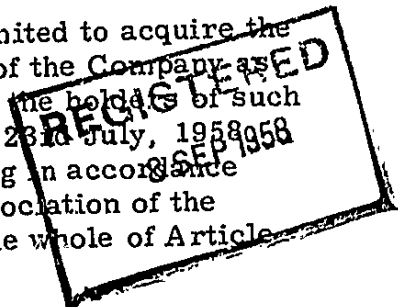
- of -

ICE-MATIC LIMITED.

AT an EXTRAORDINARY GENERAL MEETING of the
above-named Company, duly convened and held on the
15th day of August, 1958, the following Resolution was
duly passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION.

That upon an offer by Redwing Limited to acquire the
whole of the issued share capital of the Company as
communicated by the Directors to the holders of such
Shares in a Circular Letter dated 23rd July, 1958
becoming unconditional and binding in accordance
with its terms the Articles of Association of the
Company be altered by deleting the whole of Article
6 therefrom.



C. E. PREST,
Chairman.

C. E. Prest
129

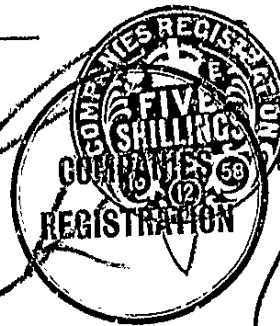
Presented by:-

26-SEP 1958

Number of
Company 471252

Form No. 28

THE COMPANIES ACT 1948

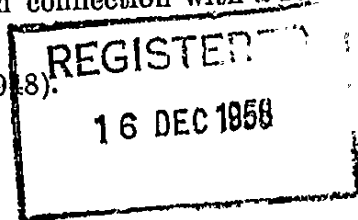


A £1
Companies
Registration
Fee Stamp
must be
impressed
here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION

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
Company

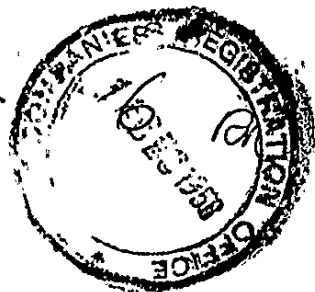
ICE-MATIC
LIMITED

Witnessed by

R.C. Bartlett & Co.,

27, John Street,

London, W.C.1.



513

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 1958
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 411

F10672-11-53

Mem. 12/12

P.T.O.

TO THE REGISTRAR OF COMPANIES.

ICE-MATIC

LIMITED

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

that by a Special Resolution passed on the 24th of November 1958 the 18,500 "A" Shares of 1/- each were converted into 925 £1 Shares by the conversion of 20 "A" Shares into one Share of £1 and that such 925 £1 Shares and the existing 59,075 "B" Shares of £1 each were re-named £1 Ordinary Shares to rank pari-pasu in all respects.

(Signature) _____

[Handwritten Signature]

Secretary

(State whether Director or Secretary) _____

Dated the 8th day of December 1958

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

48

The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTIONS

- of -

ICE-MATIC LIMITED.

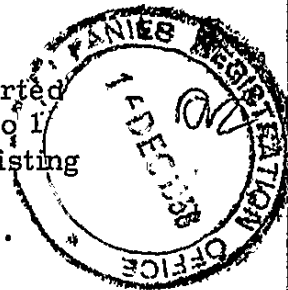
REGISTERED

16 DEC 1958

Passed 24th November, 1958.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at 340, Bensham Lane, Thornton Heath, Croydon, Surrey, it was agreed that now ICE-MATIC LIMITED had become a wholly owned subsidiary of Redwing Limited it was appropriate that the capital structure of the Company should be simplified and that the Articles of Association should be amended to be brought into line with the Articles of Redwing Limited. The following Resolutions were therefore considered and passed as SPECIAL RESOLUTIONS :-

1. THAT the 18,500 "A" Shares of 1/- each be converted into 925 £1 Shares by converting 20 "A" Shares into 1 Share of £1 and that such 925 £1 Shares and the existing 59,075 "B" Shares of £1 each shall be renamed £1 Ordinary Shares to rank pari passu in all respects.
2. THAT the existing Articles of the Company should be deleted and that Articles in the form of the copy annexed should be adopted as the Articles of Association of the Company.



610
Chairman.

COMPANY LIMITED BY SHARES

Articles of Association

OF

ICE-MATIC LIMITED.

(Adopted by Special Resolution dated 24th November 1958)

PRELIMINARY.

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 "Table A, Part II") shall apply to the Company.
2. Regulations 3, 5, 53, 71, 75, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before

M. A. S.

they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such 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 such 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, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot, in the opinion of the Directors, be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

NOTICE OF GENERAL MEETINGS.

8. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS.

13. The office of a Director shall be vacated :-

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

(2) If he ceases to be a Director by virtue of section 182 of the Act.

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

(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he is removed from office under section 184 of the Act.

14. No Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

15. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" regulation 92 of Table A, Part I.

16. Without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

CAPITALISATION OF PROFITS.

17. All the words in regulation 129 of Table A, Part I after

the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be substituted therefor: "of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members".

NOTICES.

18. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

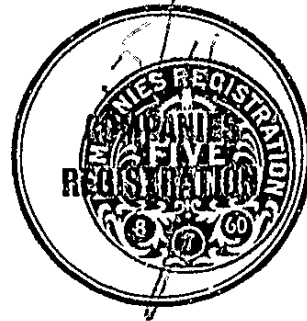
WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY.

20. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

THE COMPANIES ACT, 1948



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

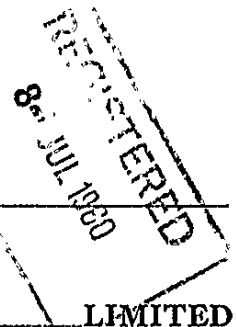
Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

ICE-MATIC

LIMITED



Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by C.H. Eldridge

9, Henrietta Place,

London, W.1.



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

Companies 4b

F7574.20-3-60

736

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

To the REGISTRAR OF COMPANIES.

ICE-MATIC LIMITED
hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 9, Henrietta Place, London, W.1.

Signature C. H. Eldridge
(State whether Secretary
Director or Secretary)

Dated the 6th day of July 1960.

COMPANY LIMITED BY SHARES

Special Resolution



- of -

ICE-MATIC LIMITED.

Passed 4th October, 1960.

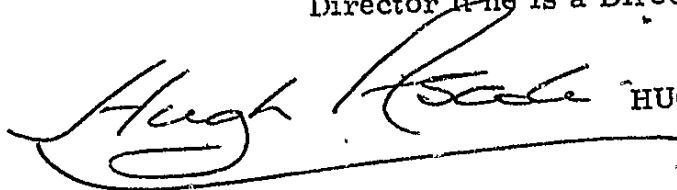


AT an EXTRAORDINARY GENERAL MEETING of
the members of the above-named Company, duly convened,
and held at 9 Henrietta Place, London, W. 1. on the 4th
October, 1960, the following Resolution was passed as a
SPECIAL RESOLUTION :-

That the Articles of Association of the Company
be amended by the addition of the following new
Article to be numbered 11A and to be inserted between
Articles 11 and 12 :-

"The Directors may at any time at the request of
a Director appoint any person approved by the Direc-
tors to be an alternate Director of the Company to
represent such Director, and may at any time remove
any alternate Director so appointed from office. An
alternate Director so appointed shall not, except by
virtue of an agreement with the Director whom he
represents entitling him to part of the remuneration
which would otherwise be payable to such Director,
be entitled to receive any remuneration from the
Company, nor be required to hold any qualification,
but shall otherwise be subject to the provisions of
these Articles with regard to Directors. An alternate
Director shall (subject to his giving to the Company
an address within the United Kingdom at which notices
may be served upon him) be entitled to receive
notices of all meetings of the Directors, and, in the
absence of the Director whom he represents, to
attend and vote at all meetings of the Directors and

to perform all the functions of such Director as a Director. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents (A) gives notice to the Company terminating such appointment, or (B) ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment of an alternate Director for him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. A person may act as alternate Director to represent more than one Director and a Director may be appointed to be also an alternate Director, and any alternate Director shall be entitled at meetings of the Board to one vote for every Director whom he represents in addition to his own vote as Director if he is a Director in his own right."

 HUGH ASCOLI,
Chairman.

THE COMPANIES ACTS 1948 TO 1976

A

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

107

471252

Name of company

*delete if inappropriate

ICE-MATIC Limited*

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3009

†delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

30091982

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

The company is a [subsidiary] [holding company] ‡ of

, company number

the accounting reference date of which is

§delete as appropriate

Signed

H. B. Shaw

[Director] [Secretary] §Date

8th JULY 1982

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

H. B. SHAW
7 BRIDFORD ROAD
MARSH BARTON
EXETER
DEVON.

For official use

General section

Post room



No. 471252 ✓

110

The Companies Act 1948 to 1976

SPECIAL RESOLUTION

OF

~~ICE-MATIC LIMITED~~ ✓

PASSED 31st OCTOBER 1983 ✓

At an EXTRAORDINARY GENERAL MEETING of the Company held at Blick House, Techno Trading Estate, Bramble Road, Swindon, Wiltshire, SN2 6ER on Monday 31st October 1983, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

That the name of the Company be changed to

"~~BLICK ENGINEERING LIMITED~~". ✓



nm 10
88 5560



M. Oxley

M. OXLEY
Director



Please send Certificate
For the attention of Mrs. P. Pain,
Blick House, Techno Trading Estate,
Bramble Road, Swindon, Wiltshire,
SN2 6ER.

£30 nlw
877485

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 471252 /111

I hereby certify that

ICE-MATIC LIMITED

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

BLICK ENGINEERING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 5TH DECEMBER 1983

D. G. Wilkie
MRS. D. G. WILKIE

an authorised officer

THE COMPANIES ACTS 1948 TO 1976

6

103

Notice of place where register of members is kept or of any change in that place

Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976

Please do not
write in this
binding margin



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

To the Registrar of Companies

For official use Company number

[1116]

471252

Name of company

BLICK ENGINEERING Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

BLICK HOUSE
TECHNO TRADING ESTATE
BRAMBLE ROAD
SWINDON SN2 6ER

in lieu of*

7 BRIDFORD ROAD
MARSH BARTON
EXETER
DEVON

where it was previously kept

†delete as
appropriate

Signed

James O'Hara

[Director]

[Secretary]

† Date

28 Feb 1985

Presentor's name, address and
reference (if any):

For official use
General section

Post room



471 252

Blick Engineering Limited

Minutes of the Annual General Meeting of the Company held at:

Blick House
Bramble Road
SWINDON
Wiltshire SN2 6ER

on 1 September 1994.

Present: Mr. Ian Scott-Gall (in the Chair) (Representing Blick Telefusion Communications Limited) Mr. Colin MacInnes (Secretary) (a shareholder)

The Secretary, Mr. Colin MacInnes read the notice convening the Meeting.

The Chairman submitted the Directors' Report and Accounts for the year ended 30 September 1993. It was resolved that:

The Directors' Report and Accounts for the year ended 30 September 1993, be and they are hereby adopted.

It was resolved:

As an elective resolution:

That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1995 and subsequent years until this resolution is revoked.

It was resolved:

As an elective resolution

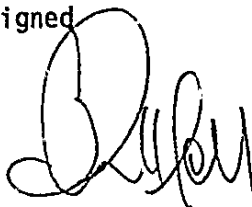
That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.

It was resolved:

As a special resolution:

That in accordance with s250 of the Companies Act 1985, the Company, being a dormant company within the meaning of the said section, shall be exempt from the provisions of part VII of the Companies Act 1985 relating to the audit of accounts and the obligation to appoint auditors.

Signed



Mr. Ian Scott-Gall
1 September 1994



DORMANT COMPANY RESOLUTION

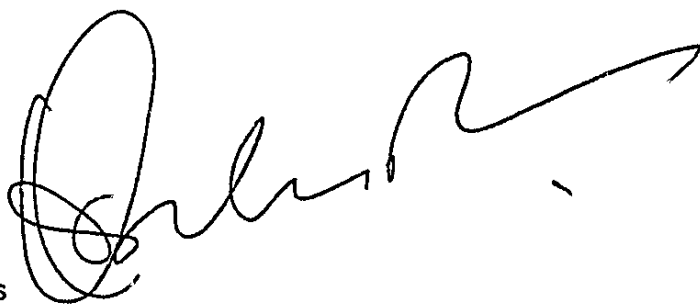
Company number 471252

The Companies Act 1985, Section 250
Special Resolution of
Blick Engineering Limited

At a General Meeting of the above named company held on the 1st day of September 1994 the following special resolution was duly passed:

The accounts of the Company for the financial year ending 30 September 1993 having been sent out in accordance with Section 238 of the Companies Act 1985, and the Company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

Signed
CD MacInnes
Secretary



29 September 1994

NB. The references above to the Companies Act 1985 relate to that Act as amended by the Companies Act 1989 and S.I. No. 1992/3003.

