

Number of
any

529602

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.

W. BARR & SON (HOLLOWAY)

LIMITED.

by

Morgan & Harrison

Parliament Mansions

Abbey Orchard Street S.W.1.

I, Arthur Charles Noon

of Parliament Mansions Abbey Orchard Street London
S.W.1.

(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 W. Barns & Son (Holloway)

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, 1835.

Declared at

13 Victoria Street

in the City of Westminster

the 16th day of February

one thousand nine hundred and fifty
four

A. C. Noon

Before me,

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

Number of }
Company }

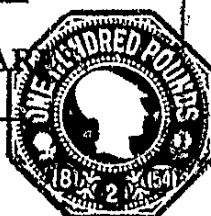
529602

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARE

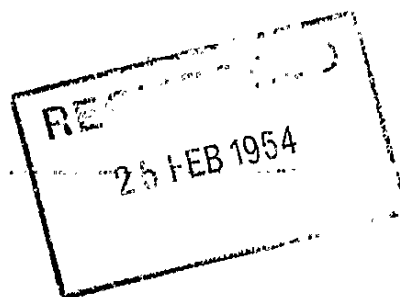


Statement of the Nominal Capital

OF

W. BARNES & SON (HOLLOWAY)

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 1938.

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

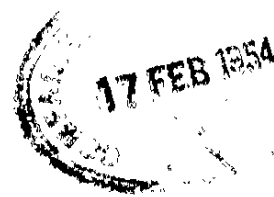
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Morgan & Harrison

Parliament Mansions

Abbey Orchard Street 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.

THE NOMINAL CAPITAL

OF

W. Barns & Son (Holloway)

Limited,

is £ 25000

, divided into:

25000

Shares of

One pound

each

Shares of

each

*Signature.

W. Barns & Son

Description

Solicitors

Dated the

17th

day of

February

1954

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

*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.



The Companies Act 1948.

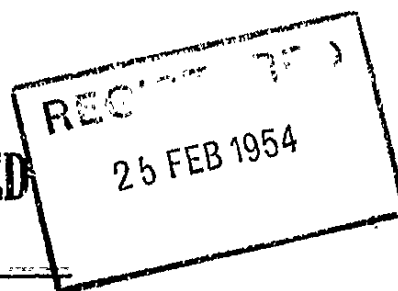
COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

W. BARNS & SON (HOLLOWAY) LIMITED



1. The name of the Company is "W. BARNS & SON (HOLLOWAY) 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 the trade or business of founders, smiths, machinists, general perforators, wire weavers, name plate makers and all forms of engineering, agents on commission for the sale and purchase of machinery, tool, implements and plant patterns for casting, and raw materials of all kinds, including steel, iron and other metals and the alloys thereof, metallic, mineral, textile, elastic, compressible or other substances, and the businesses of merchants, manufacturers and brokers in all or any of the substances or businesses aforesaid, in all their details, branches and processes for all or any of the purposes of the trades or businesses of such manufacture, production, making, selling or buying as aforesaid, or any business of a character similar or analogous to any of the said trades or businesses, or any business which may seem to the Company to be capable of being conveniently carried on in conjunction or in connection therewith or ancillary thereto or as may seem to the Company calculated directly or indirectly to enhance the value of any of its property or rights, or to further any of its objects; and the manufacturing, buying, selling, importing or exporting of any materials, appliances or instruments of any description incident or auxiliary to any business or process carried on by the Company, and the selling, leasing or hiring on commission or otherwise of any of the plant, machinery and articles before mentioned.

(B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges,

concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections,

and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the

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

- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (T) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (U) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000, divided into 25,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
<p><i>Ada Ethel Barnes</i> Star Cross, Portsdown Hill Road, Bedhampton, Hants. Widow.</p>	1.
<p><i>Mayour Phoebe Guernouprey</i> Star Cross, Portsdown Hill Road, Bedhampton, Hants, Married Woman.</p>	1.

Dated this *15th* day of *February* 1951.

Witness to the above Signatures—

Geo. E. S. Morris
14 Elberly Lawn
Barnstable Devon
Gentleman.



The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

W. BARNES & SON (HOLLOWAY) LIMITED

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, 24, 53, 71, 75, 77, 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, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 and any new shares from time to time to be created shall, before 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.

TRANSFER OF SHARES.

7. (A) Except as hereinafter provided, no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(B) Every member or personal representative of a deceased member who intends to transfer shares (hereinafter called "the vendor") shall give notice in writing to the Board of his intention. That notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the Company at a price to be agreed upon by the vendor, and the Board, or, in default of agreement, at a price which the Auditor of the Company for the time being shall certify, by writing under his hand, to be, in his opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.

(C) Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so what maximum number, of the said shares.

(D) At the expiration of the said twenty-one days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be *pro rata* according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he make default in so doing the Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the vendor with full power to execute, complete and deliver in the name and on

A.E.B.
m p g.
A.E.B.
m p g.

behalf of the vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.

(E) In the event of the whole of the said shares not being sold under sub-Article (B) the vendor may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not sold to any person (subject to regulation 3 of Table A, Part II) and at any price.

TRANSMISSION OF SHARES.

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

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. (A) The following shall be the first Directors of the Company, that is to say—Ada Ethel Barns, Margaret Phoebe Guermouprez and Jean Leopold Guermouprez.

(B) The said Ada Ethel Barns, Margaret Phoebe Guermouprez and Jean Leopold Guermouprez shall be permanent Directors of the Company and each of them shall be entitled to hold such office so long as he or she shall live or until he or she shall resign.

(C) So long as the said Ada Ethel Barns, Margaret Phoebe Guermouprez and Jean Leopold Guermouprez or one or any of them shall continue to hold office as Directors or Director the provisions of Table A as to the appointment, rotation and removal of Directors shall be in abeyance. Provided that the powers conferred on the Directors by regulation 94 of Table A may be exercised by the said Ada Ethel Barns, Margaret Phoebe Guermouprez and Jean Leopold Guermouprez or the survivors or survivor of them and any Director appointed in pursuance of such powers shall be subject to all the provisions of Table A as modified by these Articles. So soon as all of them the said Ada Ethel Barns, Margaret Phoebe Guermouprez and Jean Leopold Guermouprez cease to be Directors of the Company the Company in General Meeting shall appoint Directors to whom the provisions of Table A as modified by these Articles shall apply.

11. Subject to the last preceding Article hereof and unless otherwise determined by General Meeting the number of Directors shall not be less than one nor more than five.

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

BORROWING POWERS.

13. 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.

14. 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.

15. Any person may be appointed or elected as a Director, whatever may be his age, and 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.

ACCOUNTS.

16. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

17. 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.

18. 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 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Oda Ethel Barnes

Star Cross,
Portsdown Hill Road,
Bedhampton,
Hants,
Widow.

Margaret Phoebe Guernonprez

Star Cross,
Portsdown Hill Road,
Bedhampton,
Hants,
Married Woman.

Dated this *15th* day of *February* 1954.

Witness to the above Signatures—

Geo. E. D. Morris

*14 Elberly Lawn
Barnstaple, Devon.
Gentleman*

DUPLICATE FOR THE FILE

No. 529602



Certificate of Incorporation

I Hereby Certify, That

W. BARNES & SON (FOLLOWAY) LIMITED

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

Given under my hand at London this **Twenty-fifth** day of

February

One Thousand Nine Hundred and Fifty **four**

[Signature]
Registrar of Companies

Certificate
received by

[Signature]
Parliament House, S.W.1 Date **3/3/54**

29
The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Ordinary Resolution
OF
W. BARNES & SON (HOLLOWAY) LIMITED

REGISTERED

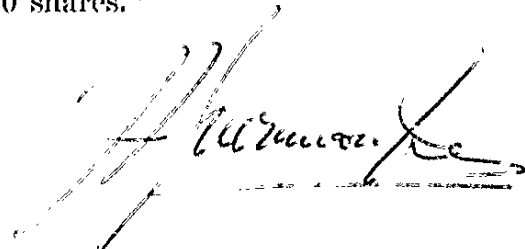
9 - JUN 1954

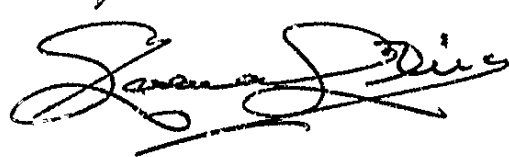
Passed 25th May 1954.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Copthall House, 13 Copthall Avenue, E.C.2, on the 25th day of May 1954, the subjoined Ordinary Resolution was duly passed, viz. :—

ORDINARY RESOLUTION

"That the Share Capital of the Company be increased by £30,000 to £55,000 by the creation of a further 30,000 shares of £1 each such shares to rank *pari passu* with the existing 25,000 shares."

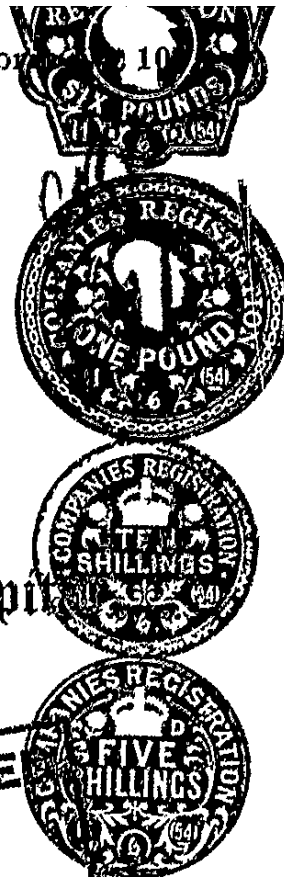
 Director.

 Secretary.

REGISTRATION

Number of } 529602
any }
10

For



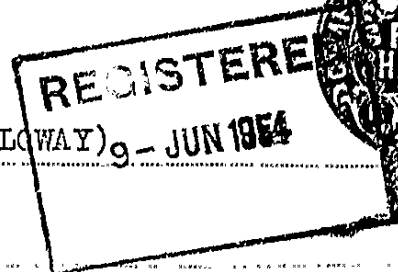
THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

at the
time
the
company

W. BARNES & SON (HOLLOWAY) 9 - JUN 1954



LIMITED

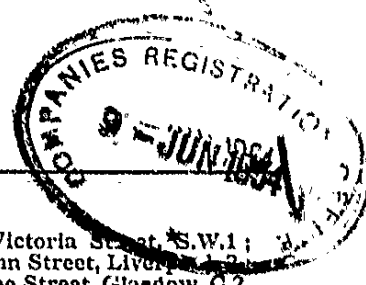
NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

presented by

Morgan & Harrison

Parliament Mansions

Abbey Orchard Street 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, 3;
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.

To THE REGISTRAR OF COMPANIES.

W. Barns & Son (Holloway)

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 25th day of May 1954.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £30,000

beyond the Registered Capital of £25,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
30,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

as set out in the Company's Articles of Association, par-

am with the existing share.

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

Signature

State whether Director
or Secretary

Director

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 SHARE



Statement of Increase of the Nominal Capital

OF

W. BARNES & SON (HOLLOWAY)

REGISTERED

9 - JUN 1954

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.

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.)

signed by

Morgan & Harrison

Parliament Mansions

Abbey Orchard Street S.W.1.

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;
15 Manover 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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS



THE NOMINAL CAPITAL

OF

W. Barns & Son (Holloway)

Limited

has by a Resolution of the Company dated

25th May

1954 been increased by

the addition thereto of the sum of £30,000,

divided into:—

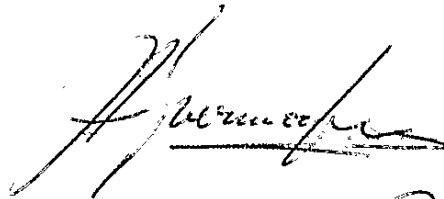
30,000

Shares of £1 each

Shares of - each

beyond the registered Capital of £25,000

Signature



(State whether Director or Secretary)

Director

Dated the

9th

day of

June

1954

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

COMPANY LIMITED BY SHARES

Special Resolution

[pursuant to Section 141(2)]

of

W. Barnes & Son (Holloway) Limited

(Passed on the 31st day of March, 1965)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on Wednesday, the 31st day of March, 1965, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

1. That the share capital of the Company which at present consists of £55,000 divided into 55,000 Ordinary Shares of £1 each (of which 51,402 shares have been issued and are fully paid or credited as fully paid) be reorganised so as to consist of £55,000 divided into 51,402 5% Preference Shares of £1 each and 71,960 Ordinary Shares of 1/- each and that such reorganisation be effected as follows:—
 - A By converting the 51,402 issued Ordinary Shares of £1 each in the capital of the Company into 51,402 5% Preference Shares of £1 each having attached thereto and imposed thereon the rights and restrictions expressed to be attached thereto and imposed thereon by Articles 14 and 15 of the new Articles of Association to be adopted by the Company by the next succeeding paragraph of this Resolution.
 - B By sub-dividing the unissued 3,598 Ordinary Shares of £1 each in the capital of the Company into 71,960 Ordinary Shares of 1/- each.
2. That the regulations contained in the printed document submitted to this meeting and for the purpose of identification signed by the Chairman thereof be, and the same are hereby 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.
3. That the sum of £2,570 2s. 0d. being part of the amount standing to the credit of the Profit and Loss Account of the Company be capitalised and that the same be applied in making payment in full at par of 51,402 Ordinary Shares of 1/- each to be allotted and distributed as fully paid among the holders at 30th March, 1965, of the 51,402 Issued Ordinary Shares of £1 each of the Company or their respective nominees in proportion to the number of such Ordinary Shares held by them respectively or otherwise as the holders of the said Ordinary Shares may direct, and further that the Ordinary Shares so to be issued shall rank for all dividends declared after the 31st day of March, 1965.

APR 1965

Chairman.

5290

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

OF

W. Barns & Son (Holloway) Limited.

(Adopted by Special Resolution passed on the day of
1965)

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. Regulations 24, 58, 75, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, 4 and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 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.

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, 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 at 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, and 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 any 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. In regulation 11 of Part I of Table A the words “ (not being a fully paid share) ” and “ (other than fully paid shares) ” shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 82 of Part I of Table A shall be omitted.

8. 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.

9. A Director shall not be required to hold a share qualification but, nevertheless, shall be entitled to attend and speak at any General Meeting of and at any separate meeting of the holders of any class of shares in the Company.

10. If and so long as any other company shall hold or be beneficially entitled to not less than nine-tenths of the capital of the Company for the time being issued such other Company shall have power from time to time to appoint a Director or Directors of the Company and no Director or Directors shall be otherwise appointed without the consent of such Company. In like manner such Company shall have the power to remove a Director or Directors however appointed. The provisions of regulations 80 to 95 of Part I of Table A shall not apply to a Director appointed by such Company under the provisions of this Article.

11. The proviso to regulation 70 of Part I of Table A shall be omitted.

12. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

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 becomes bankrupt or insolvent or enters into any arrangement with his creditors.

- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

14. The capital of the Company at the date of the adoption of these Articles is £55,000 divided into 51,402 Preference Shares of £1 each and 71,960 Ordinary Shares of 1/- each. Such Preference Shares shall carry the right to a fixed preferential dividend at the rate of 5% per annum on the capital for the time being paid up thereon to be paid as regards each financial year out of the profits of such financial year only and also the right in a winding up to have the assets available for distribution amongst the members applied first in payment of the capital paid up on such Preference Shares and any arrears of dividend thereon up to the commencement of the winding up, but shall not confer the right to any further participation in profits or assets.

15. A holder of Preference Shares shall not by virtue of such holding be entitled to vote either in person or by proxy at any General Meeting unless the meeting is convened for:—

- (A) Reducing the capital of the Company.
- (B) Winding-up or sanctioning a sale of the undertaking, or
- (C) Altering the regulations of the Company so as to effect directly the rights and privileges of the Preference Shareholders.

M. P. Guernon prez.
Chairman.

529602

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

(Pursuant to Section 111 (2))

OF

W. Barns & Son (Holloway) Limited.

(Passed the 29th June, 1965)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on Tuesday, the 29th day of June 1965, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS :—

RESOLUTIONS.

1. That the Resolutions numbered 2 and 3 set out below be considered with a view to the capital of the Company, which at present consists of £55,000 divided into 51,402 5% Preference Shares of £1 each and 71,960 Ordinary Shares of 1/- each, being reorganised so as to consist of 55,000 Ordinary Shares of £1 each.

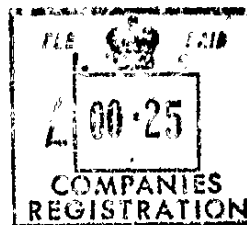
2. That the 51,402 5% Preference Shares of £1 each in the capital of the Company be converted into 51,402 Ordinary Shares of £1 each and that such shares shall rank *pari passu* in all respects with the existing Ordinary Shares in the capital of the Company and that for the purpose of determining the right of the holders of the said Preference Shares to dividends the conversion shall take effect on the 29th June 1965.

3. That the 71,960 Ordinary Shares of 1/- each in the capital of the Company be consolidated and divided into 3,598 Ordinary Shares of £1 each.

W. Barns & Son (Holloway) Limited
W. Barns & Son (Holloway) Limited

W. Barns & Son (Holloway) Limited
Chairman.

529602
34



51-

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

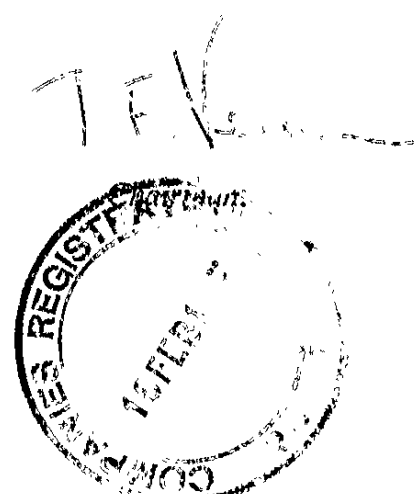
W. BARNES & SON (HOLLOWAY) LIMITED

Passed the 15th day of February, 1967.

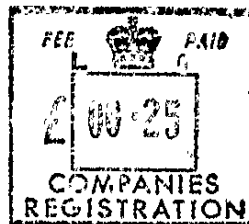
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held on the 15th day of February, 1967, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:—

RESOLUTION.

THAT the name of the Company be changed to BARNES PERFORATORS LIMITED.



No. 529602



B

Reference: C.R.

BOARD OF TRADE

COMPANIES ACT, 1948

W. BARNES & SON (HOLLOWAY) LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

EARNES PERFORATORS LIMITED

23 FEB 1967

Signed on behalf of the Board of Trade

this TWENTY-EIGHTH DAY OF FEBRUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield

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

C.60

No. C.172

DUPLICATE FOR THE FILE

D. 529602



Certificate of Incorporation on Change of Name

Whereas

W. BARNES & SON (HOLLOWAY) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the **TWENTY-FIFTH DAY OF FEBRUARY, 1954**

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

BARNES PERFORATORS LIMITED

Given under my hand at London, this **TWENTY-EIGHTH DAY OF FEBRUARY**
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received by

L.S. Whitfield

Assistant Registrar of Companies.

Date

20/4
529602
36
The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

OF

Barns Perforators Limited.

(Passed the 22nd day of MARCH 1967).

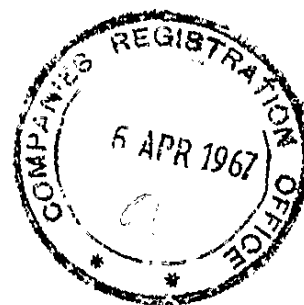
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 22nd day of MARCH 1967 the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS.

1. That the Memorandum of Association of the Company be altered by deleting the whole of Clause 3 and by inserting the following new clause:—

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

- (A) To carry on the businesses of manufacturers, stockholders and repairers of and dealers in metal, plastic and other materials and products of all descriptions, metal brokers, founders, galvanizers, rollers of iron and steel and non-ferrous metals, annealers, forgers, smelters, die-casters, welders, stampers, smiths and perforators of and workers in all types of metal, plastics and other materials; engineers, metallurgists, general merchants, factors, machinists, designers, and constructional engineers.
- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any



RECEIVED
6 APR 1967

real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, benefits 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 which is allied to or associated with the Company or with any such subsidiary company, either by substantial company shareholdings or one or more common directors or which is the holding company of the Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose

welfare the Company or any such other company as aforesaid is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with or through the holding company (if any) of the Company or in conjunction with or through any such other company as aforesaid, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company

- (j) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either 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 and the payment of the capital or principal (together with any premium), of, and the dividends or interest on, any Debenture Stocks, Shares or other securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of 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.
- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (m) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which

the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (o) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (p) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (r) To distribute among the members in specie any property of the Company, or any proceeds of sale on disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (s) To do all or any of the above things in any part of the world, and either as principals, agents, trustees,

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

- (r) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that:—

- (i) The word "company" in this Clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether corporate or incorporate or whether domiciled in the United Kingdom or elsewhere, and
- (ii) That except where the context expressly so requires none of the several paragraphs of this Clause or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph."

2. That the regulations contained in the printed document submitted to this meeting and for the purpose of identification signed by the Chairman thereof, be and the same are hereby 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.

Company Number 529602.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

*(Adopted by Special Resolution passed on the 22nd day of MARCH
1967)*

OF

Barns Perforators Limited.

Incorporated the 25th day of February 1954.

T. J. Vernon
CHAIRMAN

SHAKESPEARE & VERNON,
Solicitors,
BIRMINGHAM.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

*(Adopted by Special Resolution passed on the 22nd day of MARCH
1967)*

OF

Barus Perforators Limited.

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. Regulations 24, 53, 75, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, 4 and 6 of Part II of Table A, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

3. The Capital of the Company at the date of the adoption of these Articles consists of £55,000 divided into 55,000 ordinary shares of £1 each. ✓

4. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 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.

5. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, 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, and 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 any 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.

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

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

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

9. 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.

10. A Director shall not be required to hold a share qualification but, nevertheless, shall be entitled to attend and speak at any General Meeting of and at any separate meeting of the holders of any class of shares in the Company.

11. If and so long as any other company shall hold or be beneficially entitled to not less than nine-tenths of the capital of the Company for the time being issued, such other company shall have power from time to time to appoint a Director or Directors of the Company and no Director or Directors shall be otherwise appointed without the consent of such company. In like manner such company shall have the power to remove a Director or Directors however appointed. The provisions of regulations 89 to 95 of Part I of Table A shall not apply to a Director appointed by such company under the provisions of this Article.

12. The proviso to regulation 79 of Part I of Table A shall be omitted.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. 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 becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

15. For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees the Directors shall be deemed employees of the Company, and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's monies any premiums or contributions becoming payable by the Company under the provisions of any such scheme in respect of Directors who are members thereof, and any Director may vote at board meetings upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter. Provided that if and so long as any other company shall hold or be beneficially entitled to not less than nine-tenths of the Capital of the Company for the time being issued any resolution of the Directors under the provisions of this Article shall be ineffective unless and until approved by such company. In the event of any conflict between this Article and any other article of these presents the provisions of this Article shall in all cases prevail.

COMPANY LIMITED BY SHARES.

Memorandum of Association

(As altered by Special Resolution passed 22nd March 1967)

OF

Barns Perforators Limited.

(The name was altered by Special Resolution passed 15th February, 1967 from W. Barns & Son (Holloway) Limited to Barns Perforators Limited)

1. The name of the Company is "BARNs PERFORATORS 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 the businesses of manufacturers, stock-holders and repairers of and dealers in metal, plastic and other materials and products of all descriptions, metal brokers, founders, galvanizers, rollers of iron and steel and non-ferrous metals, annealers, forgers, smelters, die-casters, welders, stampers, smiths and perforators of and workers in all types of metal, plastics and other materials; engineers, metallurgists, general merchants, factors, machinists, designers and constructional engineers.
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings,

REGISTERED
27 APR 1967

212



works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society. ✓
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. ✓
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested. ✓
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others. ✓
- (I) To procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, benefits 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 which is allied to or associated with the Company or with any such subsidiary company, either by substantial company shareholdings or one or more common directors or which is the holding company of the Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with or through the holding company (if any) of the Company or in conjunction with or through any such other

company as aforesaid, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company ✓

- (j) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either 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 and the payment of the capital or principal (together with any premium), of, and the dividends or interest on, any Debenture Stocks, Shares or other securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of 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. ✓
- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments. ✓
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined. /
- (m) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine. ✓
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or

special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired. ✓

(o) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company. ✓

(p) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company. ✓

(q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit. ✓

(r) To distribute among the members in specie any property of the Company, or any proceeds of sale on disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law. ✓

(s) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise. ✓

(t) To do all such other things as are incidental or conducive to the above objects or any of them. ✓

And it is hereby declared that:—

(i) The word "company" in this Clause except where used in reference to this Company shall be deemed to include

any partnership or other body of persons whether corporate or incorporate or whether domiciled in the United Kingdom or elsewhere, and

- (ii) That except where the context expressly so requires none of the several paragraphs of this Clause or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000, divided into 25,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.*

*NOTE:

1. *By Ordinary Resolution dated 25th May, 1954 the capital was increased to £55,000 by the creation of 30,000 Shares of £1 each.*

2. *By Special Resolution dated 31st March, 1965 the capital was re-organised so as to consist of 51,402 5% Preference Shares of £1 each and 71,960 Ordinary Shares of 1/- each.*

3. *By Special Resolutions dated 29th June, 1965 the capital was re-organised so as to consist of 55,000 Ordinary 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.
ADA ETHEL BARNES, Star Cross, Portsmouth Hill Road, Bedhampton, Hants., Widow.	1.
MARGARET PHOEBE GUERMONPREZ, Star Cross, Portsmouth Hill Road, Bedhampton, Hants., Married Woman.	1.

Dated this 15th day of February 1954.

Witness to the above signatures—

GEO. E. D. MORRIS,
 14 Ebberley Lawn,
 Barnstaple, Devon,
 Gentleman.

IT IS HEREBY CERTIFIED that this is a true copy of the Memorandum of Association of the Company as altered by Special Resolution passed on the 22nd day of March 1967.

J. W. Hunt.
 Chairman.
 SECRETARY

529602/46

The Companies Act, 1948

and

The Companies Act, 1967



C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION

of

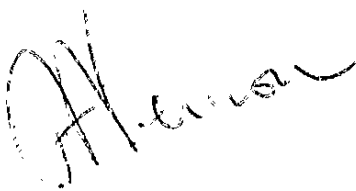
BARNES PERFORATORS LIMITED


Passed the 23rd day of June, 1969.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held on the 23rd day of June, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

R E S O L U T I O N

That the name of the Company be changed to
Ash & Lacy Perforators Limited.


Chairman.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 529602 / 44

Whereas

BARNES PERFORATORS LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the **25TH FEBRUARY, 1954**

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

ASH & LACY PERFORATORS LIMITED

Given under my hand at London the **2ND JULY, 1969.**

F. L. Knight
(F. L. KNIGHT)

Assistant Registrar of Companies

**Notice of accounting reference date
(to be delivered within 6 months of
incorporation)**

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

2411601

Name of company

*
BRITONS FRENCH PROPERTIES LIMITED

- insert full name of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

important

The accounting reference date to be entered alongside should be completed as in the following examples:

Day Month

3	1	1	2
---	---	---	---

5 April
Day Month

0 5 0 4

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

PF JORDAN COMPANY SECRETARIES LIMITED

† Delete as appropriate

Signed

[Director][Secretary]† Date 7.8.1989

Presentor's name address and
reference (if any) PT

For official Use
General Section

Post room
COMM
23 AUG 1989
M...

DORMANT COMPANY RESOLUTION

COMPANY No. 529602

THE COMPANIES ACT 1985, SECTION 252

SPECIAL RESOLUTION OF

Asst v Lany REFORMATORS LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 24 TH DAY OF MAY 19 91

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

~~EITHER~~

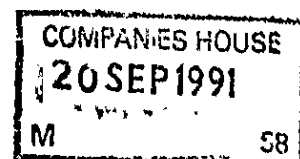
~~The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.~~

~~OR~~

The accounts of the company for the financial year ending 28.12.90 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

SIGNED [Signature]
Director or Secretary of company

DATE 19.9.91



DORMANT COMPANY RESOLUTION

COMPANY No. 529601

THE COMPANIES ACT 1985, SECTION 252 SPECIAL RESOLUTION OF

Adm. & Legal Services LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 21st DAY OF May 1992

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

~~EITHER~~

~~The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.~~

OR

The accounts of the company for the financial year ending 27.12.91 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

SIGNED [Signature]
Director or Secretary of company

DATE 26.6.92



DORMANT COMPANY RESOLUTION

COMPANY No. 529602-

THE COMPANIES ACT 1985. SECTION 252

SPECIAL RESOLUTION OF

ASH & LAY PERFORATORS LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 20th DAY OF MAY 1993
THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

~~EITHER~~

~~The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.~~

~~OR~~

The accounts of the company for the financial year ending 1st JANUARY 1993 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

SIGNED 13/June

Director or Secretary of company

DATE 11th JUNE 1993

DEB 8