

PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.

THE COMPANIES ACT 1948.



A 3s.
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.

DUPONT COMPANY (LIMITED KINGDOM)

LIMITED.

Minister of Finance,
Austin Friars House,
6 Austin Friars,
London, E.C.7.

The Solicitors' Law Stationery Society, Limited
12, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
11, 15-19 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
24, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

of Austin Friars House, 6, Austin Friars, London, E.C.

(a) Here insert:
"A Solicitor of the
Supreme Court"
or
"A person named
in the Articles of
Association as a
Director or
Secretary."

Do solemnly and sincerely declare that I am (") a Solicitor of
the Supreme Court, engaged in the formation
of DU PONT COMPANY (UNITED KINGDOM)

Init

And that all the requirements of the Companies Act, 1948, in respect
matters precedent to the registration of the said company and in respect
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and in virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at 6 Austin Friars
in the City of London
the 17th day of April
one thousand nine hundred and fifty-
six

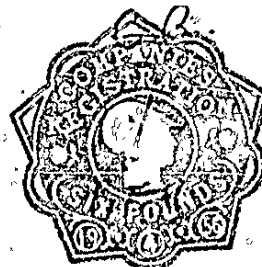
Before me,

D. G. Smith

A Commissioner for Oaths [Notary Public or
Justice of the Peace]



The Companies Act 194



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

DU PONT COMPANY (UNITED KINGDOM) LIMITED



1. The name of the Company is "DU PONT COMPANY (UNITED KINGDOM) LIMITED."

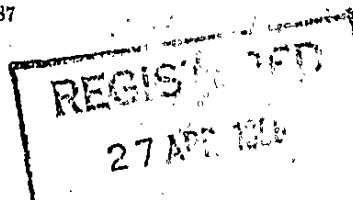
2. The registered office of the Company will be situate in England.

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

(A) To carry on the business of producers, miners, smelters, refiners, manufacturers and distributors of organic and inorganic chemicals, minerals and metals of every name, nature and description, and any and all products, by-products, compounds and derivatives thereof and any and all products, by-products, compounds and derivatives in the production or manufacture of which chemicals or minerals may be used.

(B) To engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.

(C) To purchase or otherwise acquire, hold, own, occupy, develop, improve, sell, dispose of and convey real property and any and every interest therein anywhere in the world; to extract, remove, produce or prepare from any such property any animal, vegetable, mineral or other product or material therein or thereon, either



by agricultural pursuits, mining, quarrying, or by any other method or means now known or that may hereafter be discovered or invented, and to avail itself in every manner of each and every resource of such property by reducing it to proper form and by use, sale or other disposition thereof.

- (D) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (G) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (H) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (I) To promote or concur in the promotion of any company the promotion of which shall be considered desirable.
- (J) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (O) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

- (p) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company: Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Assurance Companies Acts 1909 to 1946 or any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000, divided into 100,000 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>E. Lindell</i> <i>6 Austin Friars</i> <i>London E.C.2</i> <i>clerk</i>	<i>one</i>
<i>Fredk. Hopton</i> <i>6 Austin Friars</i> <i>London E.C.2</i> <i>clerk</i>	<i>One</i>
<p style="text-align: right;">Total shares taken ...</p>	<p style="text-align: center;"><i>Two</i></p>

Dated the *17th* day of *April* 1956.

Witness to the above Signatures—

P. J. Rose Smith
6 Austin Friars
London E.C.2
clerk

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COMPANY LIMITED BY SHARES.

Articles of Association OF DU PONT COMPANY (UNITED KINGDOM) LIMITED

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Statutes	.. The Companies Act 1948, and every other Act for the time being in force concerning companies and affecting the Company.
These presents	.. These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Office	.. The registered office of the Company.
Seal	.. The Common Seal of the Company.
The United Kingdom	.. Great Britain and Northern Ireland.
Month	.. Calendar month.
Year	.. Calendar year.
In writing	.. Written or produced by any substitute for writing, or partly one and partly another.
Dividend	.. Dividend and/or bonus.
Paid	.. Paid or credited as paid.

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary and, where two or more persons are appointed to act as Joint Secretaries, shall include any one of those persons.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

PRIVATE COMPANY.

3. The Company is a Private Company, and accordingly :—

(A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.

(B) The number of members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.

(C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL.

4. The share capital of the Company is £100,000, divided into 100,000 Ordinary Shares of £1 each.

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the next following Article), any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine, and subject to the provisions of the Statutes the Company may issue Preference Shares which are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine.

VARIATION OF RIGHTS.

6. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may,

subject to the provisions of the Statutes, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

7. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL.

8. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

9. All new shares shall be subject to the provisions of these presents.

10. The Company may by Ordinary Resolution—

- (A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares ;
- (B) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled ;
- (C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

11. Subject to confirmation by the court, the Company may by Special Resolution reduce its share capital, or any capital redemption reserve fund or Share Premium Account in any manner.

SHARES.

12. Save as the Company may by Ordinary Resolution otherwise direct, the shares in the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

13. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the 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 conditions and restrictions mentioned in the Statutes, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

CERTIFICATES.

14. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and new certificates issued in lieu thereof without charge. Every certificate shall be issued under the seal and bear the signatures at least of one Director and the Secretary and every such signature shall be autographic. Every certificate shall specify the shares to which it relates, and the amount paid up thereon.

15. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Directors think fit.

TRANSFER OF SHARES.

16. All transfers of shares may be effected by transfer in writing in the usual common form, or in such other form as the Directors may accept, and may be autographic only.

17. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the

transferee is entered in the Register of Members in respect thereof, provided that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do.

18. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares to a person of whom they shall not approve, and they may also decline to register any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

19. Nothing in these presents shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

GENERAL MEETINGS.

20. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place (which may be within the United Kingdom or elsewhere) as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

21. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

22. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least, and any other Extraordinary General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as are not under the provisions of these presents entitled to receive such notices from the Company: Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed—

(A) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and

- (B) in the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto shall not invalidate the proceedings at any General Meeting.

23. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

24. The Directors shall on the requisition of members in accordance with the provisions of the Statutes, but subject as therein provided—

- (A) give to the members entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (B) circulate to the members entitled to have notice of any General Meeting, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

25. No business shall be transacted at any General Meeting unless a quorum is present. Two members present in person, or by proxy, or (being corporations) present by a representative or proxy, and holding together not less than a majority of the issued shares in the capital of the Company, shall be a quorum for all purposes.

26. If within half an hour from the time appointed for a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the members present may determine.

27. The Chairman of the Directors, failing whom the deputy Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or deputy Chairman, or if at any meeting neither

be present : five minutes after the time appointed for holding the meeting and willing to act, the members present in person or by proxy shall choose one of their number to be Chairman of the meeting.

28. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a poll, and a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact.

30. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

VOTES OF MEMBERS.

31. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares, every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

32. Votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

33. A proxy need not be a member of the Company.

34. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the Directors may accept and—

(A) in the case of an individual shall be signed by the appointor or by his attorney; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

CORPORATIONS ACTING BY REPRESENTATIVES.

35. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or of any class of members of the Company, and the persons so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

DIRECTORS.

36. The first Directors, who shall be three in number, shall be appointed by the subscribers of the Memorandum of Association. There shall be a minimum of two Directors and a maximum of fifteen and the Company by Ordinary Resolution may from time to time increase or reduce the maximum or minimum.

37. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

38. The ordinary remuneration of the Directors shall from time to time be determined by the Directors.

39. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

40. Any Director who is appointed to any executive office including the office of Chairman or Deputy-Chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

41. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of, any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

42. A Director may contract or be interested in any contract or arrangement with the Company or any other company in which the Company may be interested and hold any office or place of profit (other than the office of Auditor of the Company) under, and he or any firm of which he is a member may act in a professional capacity for, the Company, or any such other company and (unless otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

EXECUTIVE DIRECTORS.

43. (A) The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Chairman or Deputy-Chairman or Managing or Joint Managing Director, on such terms and for such period as they may determine.

(B) The appointment of any Director to the office of Chairman or Deputy-Chairman or Managing or Joint Managing Director shall be subject to termination if he cease from any cause to be a Director.

(C) The appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise.

44. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS.

45. Any provisions of the Statutes which, subject to the provisions of these presents, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as Director on account of his having reached any specified age, or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

46. At each Annual General Meeting all of the Directors for the time being shall retire from office but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

47. The Company at the meeting at which a Director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless—

(A) at such meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or

(B) such Director has given notice in writing to the Company that he is unwilling to be re-elected.

48. During the intervals between General Meetings the holders of a majority of the shares may appoint any person to be a Director of the Company, within the maximum and minimum range provided for in these presents, and may remove any person before the expiration of his period of office as a Director, notwithstanding any provision of these presents or of any agreement between the Company and such Director. Any such appointment or removal shall take effect when notice in writing (including for this purpose a cable) shall be received at the office of the Company.

49. The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

50. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings of Directors may be held in the United Kingdom or elsewhere. Questions arising at any meeting shall be determined by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Subject as hereinafter provided at least fourteen days' notice of a meeting of Directors shall be given to each Director by mail or cable provided that if the Chairman or any two Directors shall certify that in his opinion or their opinion the business to be transacted at any meeting is urgent such meeting may be convened by seven days' notice. No notice of a meeting shall be necessary if all Directors shall be present or represented at such meeting.

51. A Director who is unable to attend any meeting of the Directors may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to

his own vote. Any such authority must be in writing or by cable, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

52. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be three, provided that any Director may be counted present for quorum purposes who has authorised another Director to vote for him in accordance with the last preceding section. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

53. A Director who is in any way, whether directly or indirectly, interested in a contract, proposed contract, arrangement, or transaction with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes, and thereafter he may vote and be taken into account for the purpose of constituting a quorum with respect to any such contract, proposed contract, arrangement or transaction.

54. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

55. The Directors may elect a Chairman and deputy Chairman and determine the period for which each is to hold office. If no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

56. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

57. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors.

58. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

59. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any such Director, or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

BORROWING POWERS.

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

GENERAL POWERS OF DIRECTORS.

61. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

62. The Directors may appoint any Managers or Agents for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may fix their remuneration, and may delegate to any Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and any such appointment or delegation may be made upon such terms

and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

63. The Directors may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

64. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

65. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

SECRETARY.

66. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL.

67. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf.

AUTHENTICATION OF DOCUMENTS.

68. Any Director or the Secretary or any person appointed by the Directors for the purpose, shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the

Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the Local Manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

69. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS.

70. The Company may by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors.

71. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof; and may also from time to time pay interim dividends of such amounts and on such dates as they think fit.

72. The Company may, upon the recommendation of the Directors, by Ordinary Resolution, direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company, or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

RESERVES AND PROVISIONS.

73. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable

for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits.

CAPITALISATION OF PROFITS AND RESERVES.

74. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid.

75. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit.

MINUTES AND BOOKS.

76. The Directors shall cause minutes to be made in books to be provided for the purpose:—

- (A) Of all appointments of officers made by the Directors.
- (B) Of the names of the Directors present at each meeting of Directors and of any committee of Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

77. Any register, index, minute book, book of account or other book required by these presents or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS.

78. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Statutes.

79. The books of account shall be kept at the Office, or at such other place within Great Britain as the Directors think fit, and shall always be open to the inspection of the Directors, or of members as authorised by the Directors.

80. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

81. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these presents.

82. Save as may be necessary for complying with the provisions of the Statutes or as the Company may by Extraordinary Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company.

AUDITORS.

83. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

84. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

85. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES.

86. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the address supplied by him to the Company as his address for the service of notices. Where a notice or other document is served by post, service shall be deemed to be effected at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.

WINDING UP.

87. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

88. To the extent permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

E. Tindall

G. Austin Triand
London E.C.2

Clark

Fredk. Apple

G. Austin Triand
London E.C.2

~~Clark~~

Dated this 17th day of April 1956.

Witness to the above Signatures—

S. A. Leone Smith

G. Austin Triand
London E.C.2
Clark.

DUPLICATE FOR THE FILE

No. 565289



Certificate of Incorporation

I Hereby Certify That

DU PONT COMPANY (UNITED KINGDOM) LIMITED

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

Given under my hand at London this Twenty-seventh day of
April One Thousand Nine Hundred and Fifty six.

[Signature]
Registrar of Companies

Certificate
received by

[Signature]
[Signature]

Date

27-4-56



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

DU PONT COMPANY (UNITED KINGDOM) LIMITED

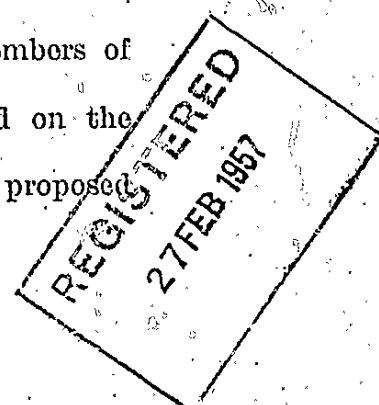
Passed 12th February, 1957

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held on the 12th February, 1957, the following Resolution which was proposed as a Special Resolution was duly passed:—

RESOLUTION

That the authorised share capital of the Company be increased to £5,100,000, divided into 5,100,000 Ordinary Shares of £1 each.

K. G. Beynon
K. G. BEYNON,
Joint Secretary.



1251

Number of Company } 565289 / 12

Form No. 10.

THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Part the
Name
of the
Company

DU PONT COMPANY (UNITED KINGDOM)

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).

REGISTERED
2 FEB 1957

nted by

Linklaters & Faines,
Barrington House,
59-67, Gresham Street,
London, E.C.2.

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, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies 6A

To THE REGISTRAR OF COMPANIES.

DU PONT COMPANY (UNITED KINGDOM)

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a *Special Resolution of the Company dated the 12th day of February 1957

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 5,000,000 beyond the Registered Capital of £ 100,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
5,100,000	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:—

The new Ordinary Shares are to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

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

Signature

K. Graham Symon

State whether Director
or Secretary

Joint Secretary

Dated the

Twentieth

day of

February

1957

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

DU PONT COMPANY (UNITED KINGDOM)

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.)

sented by

Linklaters & Paines,

Barrington House,

59/67, Gresham Street, E.C.2.

The Solicitors' Law Stationery Society, Limited.

2 Chancery Lane, W.C.2; 3 Bucklerbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 3-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

DU PONT COMPANY (UNITED KINGDOM)

Limited

has by a Resolution of the Company dated

12th February 1957 been increased by

the addition thereto of the sum of £ 5,000,000,

divided into:—

5,000,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £100,000

Signature

R. Graham Beyn

(State whether Director or Secretary)

Joint Secretary

Dated the

Twentieth

day of

February

1957

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

DU PONT COMPANY (UNITED KINGDOM) LIMITED



Special Resolution

Passed 31st May, 1958

AT the ANNUAL GENERAL MEETING of the Company, duly convened, 1958 and held at the Company's Registered Office, 5 Charles II Street, London, England, on Saturday, the 31st day of May, 1958, at 9.15 a.m., the following SPECIAL RESOLUTION was passed :—

That Article 50 of the Company's Articles of Association be altered by substituting the word "seven" for the word "fourteen", and the word "two" for the word "seven", so that as altered, Article 50 shall read as follows :—

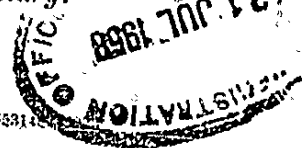
" 50. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings of Directors may be held in the United Kingdom or elsewhere. Questions arising at any meeting shall be determined by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Subject as hereinafter provided at least seven days' notice of a meeting of Directors shall be given to each Director by mail or cable provided that if the Chairman or any two Directors shall certify that in his opinion or their opinion the business to be transacted at any meeting is urgent such meeting may be convened by two days' notice. No notice of a meeting shall be necessary if all Directors shall be present or represented at such meeting."

W. D. EATON,
Secretary.

217

S.L. 3099

S.L.S. 0531



File by Du Pont (U.K.) Ltd 5 CHARLES II ST.
LONDON S.W. 1

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)



Special Resolution

(Pursuant to The Companies Act, 1948, Sections 61 and 141)

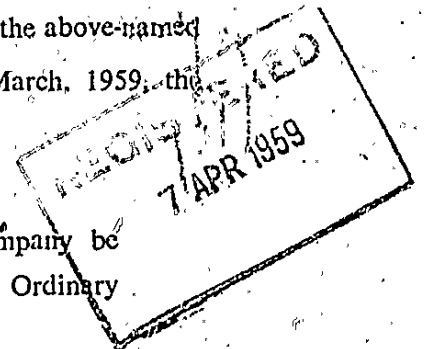
OF

DU PONT COMPANY (UNITED KINGDOM)
LIMITED

Passed the 20th day of March, 1959

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held on the 20th day of March, 1959, the following SPECIAL RESOLUTION was duly passed:—

That the authorised share capital of the Company be increased to £6,150,000, divided into 6,150,000 Ordinary Shares of £1 each.



K. G. BERRESFORD,

Joint Secretary.

K. G. Berresford

THE COMPANIES ACT, 1948



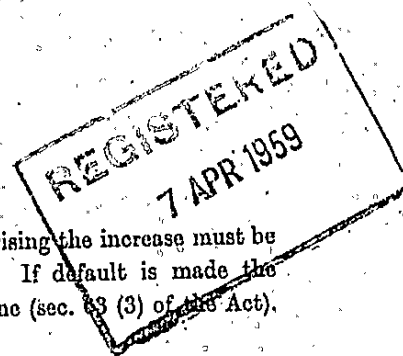
Notice of Increase in Nominal Capital

Pursuant to section 63

sert the
Name
f the
mpany

DU PONT COMPANY (UNITED KINGDOM)

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).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

resented by

Du Pont Company (United Kingdom) Ltd.,

76 Jermyn Street,

London, 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;
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.

PRINTERS AND PUBLISHERS OF COMPANIES LOOKS AND FORMS

Companies 6A

DU PONT COMPANY (UNITED KINGDOM)

*"Ordinary",
"Extra-
ordinary", or
"Special".

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * SPECIAL

Resolution of the Company dated the 20th day of MARCH 1959
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £1,050,000 beyond the Registered Capital
of £5,100,000

The additional Capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each Share

1,050,000

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:—

- (a) Voting rights - one vote for each share.
- (b) Dividend rights - they will rank pari passu with ordinary shares already issued and allotted. Ordinary Shareholders are entitled to whole of any dividends declared. There are no other classes of capital at present.
- (c) Winding up.

Ordinary Shareholders would be entitled pari passu to any surplus after the costs of liquidation and the company's debts had been paid. There are no other classes of capital at present.

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

Signature

K. G. Bensusan

State whether Director
or Secretary

Joint Secretary

Dated the

2nd

day of

April

19 *59*

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

DU PONT COMPANY (UNITED KINGDOM)

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 £1.00 or fraction of £1.00.

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

Du Pont Company (United Kingdom) Ltd.,

76 Jermyn Street,

London, S.W.1.

The Solicitors' Law Stationery Society, Limited.

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 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; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

OF

Limited

beyond the registered Capital of £5,100,000

Signature

K. G. Bennerford

(State whether Director or Secretary)

y) Joint Secretary

Dated the

2nd

Day of

April

1959

No. 565289

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

(COPY)

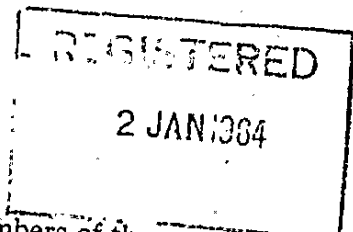
Special Resolution

(Pursuant to The Companies Act, 1948, Sections 61 and 141)

OF

**DU PONT COMPANY (UNITED KINGDOM)
LIMITED**

Passed the 17th day of December, 1963.



At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held on the 17th day of December, 1963, the following SPECIAL RESOLUTION was duly passed:—

That the authorised share capital of the Company be increased to £6,240,000, divided into 6,240,00 Ordinary Shares of £1 each.

K. G. Benesford
Joint Secretary.



NO. OF COMPANY

565249

75

COMPANIES
REGISTRATION

[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

REGISTERED

2 JAN 1964

NAME OF
COMPANY

DU PONT COMPANY

(UNITED KINGDOM)

LIMITED.

Cat. No. C.F. 10.

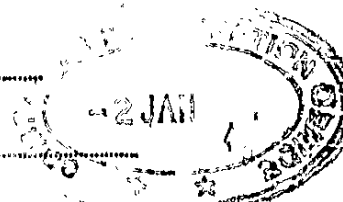
JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

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

Law Stationers and Company Registration Agents.

S273 (S) □

Presented by



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

DU PONT COMPANY (UNITED KINGDOM) LIMITED

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Special Resolution of the Company dated the 17th day of December 1963, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 90,000 beyond the registered Capital of £ 6,100,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
90,000	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:—

Passi passu with the existing Ordinary Shares.

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

(Signature)

K. G. Bennett

(State whether Director, or Secretary) Joint Secretary

Dated the 30th day of December 1963

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

(b) Delete as appropriate.

This margin to be reserved for binding.

OF COMPANY.....

COMPANY HAVING A SHARE CAPITAL.

ME OF
MPANY.....

DU PONT COMPANY (UNITED KINGDOM)

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

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

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 17th December, 1963 been increased by the addition thereto of the sum of £90,000 beyond the Registered Capital of £6,150,000

Signature

p.p. JORDAN & SONS, LIMITED,
Description, Agents for Du Pont Company
(United Kingdom) Limited

date 30th December, 1963

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

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

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

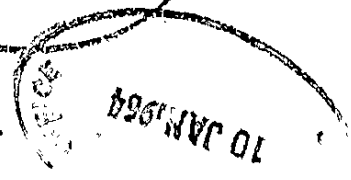
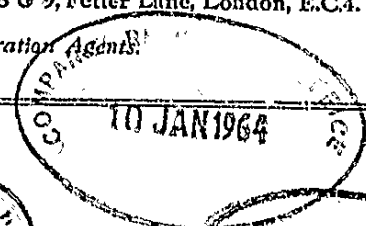
SHAW & SONS LTD.,

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

Law Stationers and Company Registration Agents

S2941 (n)

Presented for registration by



No. 565289/88

The Companies Act 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

(Pursuant to The Companies Act 1948,
Section 61)

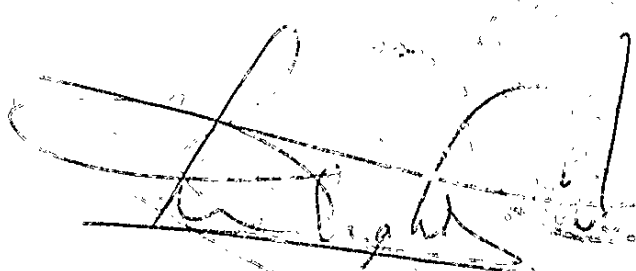
OF

PONT COMPANY (UNITED KINGDOM)
LIMITED

Passed the 30th day of August, 1968

At the Annual General Meeting of the Members of the
above-named Company, duly convened and held at the Company's
Registered Office on the 30th day of August 1968, the following
ORDINARY RESOLUTION was duly passed:-

That the authorised share capital of the Company
be increased to £7,352,000 divided into 7,352,000
Ordinary Shares of £1 each.


T.G. WRIGHT,
Joint Company Secretary.

Number of 565289/89
Company

THE COMPANIES ACT, 1948

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63

Set the
Name
of the
Company

DU PONT COMPANY (UNITED KINGDOM)

LIMITED

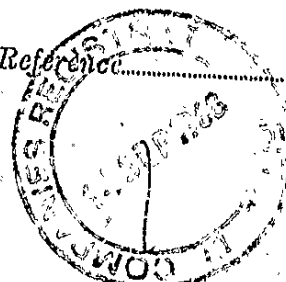
NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

T.G. Wright,
Du Pont Company (U.K.) Ltd.,
Du Pont House,
18 Bream's Buildings,
Fetter Lane,
London, E.C.4.

Document Filer's Reference



Form No. 10

To THE REGISTRAR OF COMPANIES.

DU PONT COMPANY (UNITED KINGDOM) LIMITED

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an ORDINARY

Resolution of the Company dated the 30th day of August 1968.

the nominal capital of the Company has been increased by the addition thereto of
the sum of £ 1,112,000 beyond the registered capital
of £ £,240,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
1,112,000	Ordinary	£1 each

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 Ordinary Shares
of the Company in all respects.

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

Signature

State whether Director } Joint Company Secretary
or Secretary }

Dated the 10th

day of September

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

DU PONT COMPANY (UNITED KINGDOM)

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.)

ented by

Document Filer's Reference

T.G. Wright,

Du Pont Company (U.K.) Ltd., Du Pont House
18 Bream's Buildings,

Fetter Lane,

London, E.C.4.

Form No. 26a

The Stationers' Law Stationery Society, Limited.
-192 Fleet Street, E.C.4; 3 Ditchleybury F.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
-lanover Street, W.1; 2519 Newbury Street, Birmingham; 31 Charles Street, Cardiff; 19 & 21 North
in Street, Liverpool; 2; 25-30 John Dalton Street, Manchester; 2; 157 Hope Street, Glasgow, G.2.

PRINTED AND PUBLISHED BY THE STATIONERS' LAW STATIONERY SOCIETY, LIMITED

THE NOMINAL CAPITAL

OF

DU PONT COMPANY

(UNITED KINGDOM)

Limited

has by a Resolution of the Company dated
30th August 1968 been increased by

the addition thereto of the sum of £ 1,112,000,
divided into:—

1,112,000

Shares of £1 each

Shares of each

beyond the registered Capital of £6,240,000

Ordinary Shares of £1 each

Signature

(State whether Director or Secretary) Joint Company
Secretary

Dated the 10th day of September 1968.

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

565289/20-92

The Companies Act 1948
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

(Pursuant to The Companies Act 1948 and 1967,
Section 61)


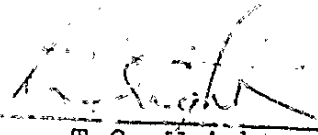
OF

D U P O N T C O M P A N Y (U N I T E D K I N G D O M)
L I M I T E D

Passed the 11th day of November 1968

At an Extraordinary General Meeting of the Members
of the above-named Company, duly convened and held at the
company's Registered Office on the 11th day of November 1968,
the following ORDINARY RESOLUTION was duly passed:-

That the authorised share capital of the Company
be increased to £10,686,000 divided into 10,686,000
Ordinary Shares of £1 each.



T.G. Wright,
COMPANY SECRETARY.

Number of
Company

565289

1893

Form No. 10.

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Part the
Name
of the
Company

DU PONT COMPANY (UNITED KINGDOM)

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).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Entered by

T.G. Wright,

Du Pont Company (U.K.) Ltd.,

Du Pont House,

18 Bream's Buildings,

Fetter Lane,

LONDON, E.C.4.



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;
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.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

DU PONT COMPANY (UNITED KINGDOM) LIMITED

_____, Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an * ORDINARY
Resolution of the Company dated the 11th day of November 1968
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 3,334,000 beyond the Registered Capital
of £ 7,352,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
3,334,000	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:—
to rank pari passu with the existing Ordinary Shares
of the Company in all respects.

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

Signature _____

State whether Director
or Secretary } Company Secretary

Dated the 19th day of November 1968.

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

Number of
Company } 565289

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

DU PONT COMPANY (UNITED KINGDOM)

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.

THE.—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 5 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.)

ated by

T.G. Wright,

Du Pont Company (U.K.) Ltd., Du Pont House,
18 Bream's Buildings,

Fetter Lane,

LONDON, E.C.4.

The Solicitors' Law Stationery Society, Limited.

1 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
11 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Chatter Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

DU PONT COMPANY

(UNITED KINGDOM)

Limited

has by a Resolution of the Company dated

11th NOVEMBER 19 68 been increased by

the addition thereto of the sum of £ 3,334,000,

divided into :—

3,334,000 Shares of £1 each

Shares of _____ each

beyond the registered Capital of £7,352,000

Ordinary Shares of £1 each

Signature _____

(State whether Director or Secretary) Company Secretary

Dated the 19th day of November 19 68.

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

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 143 of the
Companies Act 1948)

OF

DU PONT COMPANY (UNITED KINGDOM) LIMITED

Passed the 15th day of April 1969

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at the Company's Registered Office on the 15th day of April 1969, the following SPECIAL RESOLUTION was duly passed:-

THAT the Memorandum of Association be modified by omitting sub-clause (A) of clause 3 and by substituting the following sub-clause in lieu thereof, namely:

(A) "To manufacture, assemble, refine, manipulate, purchase, sell, export, import, deal in or let on hire all kinds of goods, commodities, substances, appliances, machinery, plant, tools and implements, and other articles, chattels and things which may be advantageous to the Company or which any of the customers or other persons having dealings with the Company from time to time may require."

THAT the objects of the Company be extended so as to include power to carry on business which under existing circumstances may conveniently or advantageously be combined with the business of the Company and that the Memorandum of Association of the Company be modified accordingly by adding to clause 3 new sub-clauses (B) and (E) as follows, namely:

- (B) "To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, wares and merchandise, exporters and importers, concessionaires, general storekeepers, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers, or agents, for any person or company."
- (E) "To carry on any other business which may seem to the Company capable of being conveniently carried on by the Company in connection with any business which the Company is authorized to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the properties or rights of the Company."

THAT the Memorandum of Association of the Company be modified by omitting the sub-clause lettering of clause 3, set out in column 1 below and by substituting the sub-clause lettering set out in column 2 in lieu thereof, namely:

(1)

B
C
D
E
F
G
H
I
J
K
L
M
N
O
P

(2)

D
E
F
G
H
I
J
K
L
M
N
O
P

T.G. Wright,
Company Secretary.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

DU PONT COMPANY (UNITED KINGDOM) LIMITED

(As altered by Special Resolution passed 15th April, 1969)

1. The name of the Company is "DU PONT COMPANY (UNITED KINGDOM) 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 manufacture, assemble, refine, manipulate, purchase, sell, export, import, deal in or let on hire all kinds of goods, commodities, substances, appliances, machinery, plant, tools and implements, and other articles, chattels and things which may be advantageous to the Company or which any of the customers or other persons having dealings with the Company from time to time may require.

(B) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, wares and merchandise, exporters and importers, concessionaires, general storekeepers, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers, or agents, for any person or company.

(C) To engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be



known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.

- (D) To purchase or otherwise acquire, hold, own, occupy, develop, improve, sell, dispose of and convey real property and any and every interest therein anywhere in the world : to extract, remove, produce or prepare from any such property any animal, vegetable, mineral or other product or material therein or thereon, either by agricultural pursuits, mining, quarrying, or by any other method or means now known or that may hereafter be discovered or invented, and to avail itself in every manner of each and every resource of such property by reducing it to proper form and by use, sale or other disposition thereof.
- (E) To carry on any other business which may seem to the Company capable of being conveniently carried on by the Company in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profit any of the properties or rights of the Company.
- (F) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation, or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and

all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (I) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote or concur in the promotion of any company the promotion of which shall be considered desirable.
- (L) To lend money to, and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

- (P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (R) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company: Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Assurance Companies Acts 1909 to 1946 or any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000,* divided into 100,000 shares of £1 each.

**By Special Resolution passed 12th February, 1957, the original capital of £100,000 was increased to £5,100,000, divided into Ordinary Shares of £1 each.*

By Special Resolution passed 20th March, 1959, the capital was increased from £5,100,000 to £6,150,000, divided into Ordinary Shares of £1 each.

By Special Resolution passed 17th December, 1963, the capital was increased from £6,150,000 to £6,240,000, divided into Ordinary Shares of £1 each.

By Ordinary Resolution passed 30th August, 1968, the capital was increased from £6,240,000 to £7,352,000, divided into Ordinary Shares of £1 each.

By Ordinary Resolution passed 11th November, 1968, the capital was increased from £7,352,000 to £10,686,000, divided into 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
E. TINDELL, 6 Austin Friars, London, E.C.2, Clerk.	One
FREDK. HOPTON, 6 Austin Friars, London, E.C.2, Clerk.	One
Total shares taken ...	Two

Dated the 17th day of April 1956.

Witness to the above Signatures—

S. A. SCORE SMYTH,
 6 Austin Friars,
 London, E.C.2,
 Clerk.

Number of Company 565289

Companies Acts 1948-1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DU PONT COMPANY (UNITED KINGDOM) LIMITED

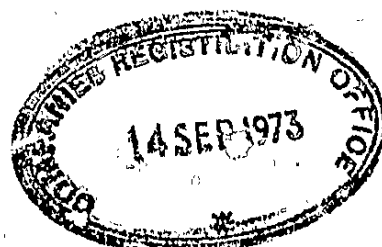
Passed the 6th day of September 1973

At an Extraordinary General Meeting of the above-named Company duly convened and held at short notice at 18 Bream's Buildings, Fetter Lane, London EC4A 1HT on the 6th day of September 1973 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company

RESOLUTION

THAT with the consent of the Department of Trade and Industry, the name of the Company be changed to DU PONT (U.K.) LIMITED.

Chairman





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 565289

/s/

I hereby certify that

DU PONT COMPANY (UNITED KINGDOM) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

DU PONT (U.K.) LIMITED

and commenced business on the **1st October 1973**

N. Taylor

(N. TAYLOR)



DU PONT (U.K.) LIMITED

DU PONT HOUSE
18 BREAMS BUILDINGS, FETTER LANE, LONDON EC4A 1HT
TELEPHONE 01-242 9044 TELEX 282973

TGW:JDB

5th November, 1973.

Companies Registration Office,
Companies House,
55-71 City Road,
London E.C.1.

For the attention of Miss Carlevero (Ext.273)

Dear Sirs,

I refer to my telephone conversation with Miss Carlevero on Friday, 2nd November, following upon my letter to you dated 30th October 1973.

As agreed I am returning the copy of the Memorandum & Articles of Association, unaltered, but the next time we alter this document we will alter Article 4 - Capital - in the Articles of Association as well.



Yours faithfully,

T.G. Wright
Company Secretary



DU PONT (U.K.) LIMITED

DU PONT HOUSE

18 BREAMS BUILDINGS, FETTER LANE, LONDON EC4A 1HT

TELEPHONE 01-242 9044 TELEX 202973

TGW:JDB

30th October 1973.

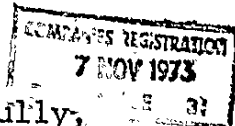
The Registrar,
Companies Registration Office,
Companies House,
55-71 City Road,
London E.C.1.

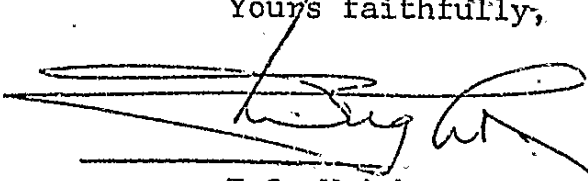
Dear Sir,

Thank you for returning to me the copy of the altered Memorandum and Articles of Association of this Company, which was lodged with you for filing, following the change of name of the Company with your consent. (Reference 14046/10).

Accompanying the document you sent a note saying that it had been returned for correction as the share capital in the Articles should agree with the Memorandum. Whilst I shall naturally be pleased to comply with any legitimate requirement may I say that I was rather surprised at the nature of your current request. Since I am unaware of any requirement that the share capital in the Articles shall be the same as that stated in the Memorandum I would find it very helpful if you would refer me to your authority for this request. I have searched my text books and can find nothing on this point.

Yours faithfully,




T.G. Wright
Company Secretary.

No. 565289

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

(As altered by Special Resolution passed 15th April, 1969)

AND

Articles of Association

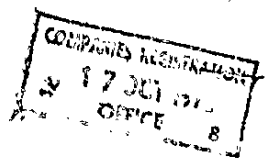
(As altered by Special Resolution passed 31st May, 1958)

OF

DU PONT (U.K.) LIMITED

(Name changed from Du Pont Company (United Kingdom) Limited by Department of Trade and Industry consent dated 1st October, 1973)

Incorporated the 27th day of April, 1956



COMPANY LIMITED BY SHARES

Memorandum of Association
(As altered by Special Resolution passed 15th April, 1969)

OF

DU PONT (U.K.) LIMITED

1. The name of the Company is "DU PONT (U.K.) 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 manufacture, assemble, refine, manipulate, purchase, sell, export, import, deal in or let on hire all kinds of goods, commodities, substances, appliances, machinery, plant, tools and implements, and other articles, chattels and things which may be advantageous to the Company or which any of the customers or other persons having dealings with the Company from time to time may require.
 - (B) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, wares and merchandise, exporters and importers, concessionaires, general storekeepers, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers, or agents, for any person or company.
 - (C) To engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be

*Name changed from
"DU PONT
COMPANY (UNITED
KINGDOM)
LIMITED" to
"DU PONT (U.K.)
LIMITED" by
Department of Trade
and Industry
consent dated
1st October, 1973.*

known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.

- (D) To purchase or otherwise acquire, hold, own, occupy, develop, improve, sell, dispose of and convey real property and any and every interest therein anywhere in the world; to extract, remove, produce or prepare from any such property any animal, vegetable, mineral or other product or material therein or thereon, either by agricultural pursuits, mining, quarrying, or by any other method or means now known or that may hereafter be discovered or invented, and to avail itself in every manner of each and every resource of such property by reducing it to proper form and by use, sale or other disposition thereof.
- (E) To carry on any other business which may seem to the Company capable of being conveniently carried on by the Company in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the properties or rights of the Company.
- (F) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation, or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and

all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (I) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote or concur in the promotion of any company the promotion of which shall be considered desirable.
- (L) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid-up.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(p) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustee of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

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

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company: Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Assurance Companies Acts 1909 to 1946, or any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000,* divided into 100,000 shares of £1 each.


** By Special Resolution passed 12th February, 1957, the original capital of £100,000 was increased to £5,100,000, divided into Ordinary Shares of £1 each.*

By Special Resolution passed 20th March, 1959, the capital was increased from £5,100,000 to £6,150,000, divided into Ordinary Shares of £1 each.

By Special Resolution passed 17th December, 1963, the capital was increased from £6,150,000 to £6,240,000, divided into Ordinary Shares of £1 each.

By Ordinary Resolution passed 30th August, 1968, the capital was increased from £6,240,000 to £7,352,000, divided into Ordinary Shares of £1 each.

By Ordinary Resolution passed 11th November, 1968, the capital was increased from £7,352,000 to £10,686,000, divided into Ordinary Shares of £1 each.



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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
E. TINDELL, 6 Austin Friars, London, E.C.2, Clerk.	One
FREDK. HORTON, 6 Austin Friars, London, E.C.2, Clerk.	One
Total shares taken	Two

Dated the 17th day of April, 1956.

Witness to the above Signatures—

S. A. SCORE SMYTH,
6 Austin Friars,
London, E.C.2,
Clerk.

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COMPANY LIMITED BY SHARES

Articles of Association

(As altered by Special Resolution passed 31st May, 1958)

OF

DU PONT (U.K.) LIMITED

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Statutes	The Companies Act 1948, and every other Act for the time being in force concerning companies and affecting the Company.
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Office	The registered office of the Company.
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, or partly one and partly another.
Dividend	Dividend and/or bonus.
Paid	Paid or credited as paid.

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary and, where two or more persons are appointed to act as Joint Secretaries, shall include any one of those persons.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

PRIVATE COMPANY.

3. The Company is a Private Company, and accordingly:—
 - (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
 - (B) The number of members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
 - (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL.

4. The share capital of the Company is £100,000, divided into 100,000 Ordinary Shares of £1 each.

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the next following Article), any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary Resolution determine, and subject to the provisions of the Statutes the Company may issue Preference Shares which are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine.

VARIATION OF RIGHTS.

6. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may,

subject to the provisions of the Statutes, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

7. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL.

8. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

9. All new shares shall be subject to the provisions of these presents.

10. The Company may by Ordinary Resolution—

- (A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (B) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled;
- (C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

11. Subject to confirmation by the court, the Company may by Special Resolution reduce its share capital, or any capital redemption reserve fund or Share Premium Account in any manner.

SILARES.

12. Save as the Company may by Ordinary Resolution otherwise direct, the shares in the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

13. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the 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 conditions and restrictions mentioned in the Statutes, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

CERTIFICATES.

14. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and new certificates issued in lieu thereof without charge. Every certificate shall be issued under the seal and bear the signatures at least of one Director and the Secretary and every such signature shall be autographic. Every certificate shall specify the shares to which it relates, and the amount paid up thereon.

15. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Directors think fit.

TRANSFER OF SHARES.

16. All transfers of shares may be effected by transfer in writing in the usual common form, or in such other form as the Directors may accept, and may be autographic only.

17. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the

transferee is entered in the Register of Members in respect thereof, provided that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do.

18. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares to a person of whom they shall not approve, and they may also decline to register any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

19. Nothing in these presents shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

GENERAL MEETINGS.

20. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place (which may be within the United Kingdom or elsewhere) as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

21. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

22. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least, and any other Extraordinary General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as are not under the provisions of these presents entitled to receive such notices from the Company: Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed—

(A) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and

- (B) in the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto shall not invalidate the proceedings at any General Meeting.

23. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

24. The Directors shall on the requisition of members in accordance with the provisions of the Statutes, but subject as therein provided—

- (A) give to the members entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (B) circulate to the members entitled to have notice of any General Meeting, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

25. No business shall be transacted at any General Meeting unless a quorum is present. Two members present in person, or by proxy, or (being corporations) present by a representative or proxy, and holding together not less than a majority of the issued shares in the capital of the Company, shall be a quorum for all purposes.

26. If within half an hour from the time appointed for a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the members present may determine.

27. The Chairman of the Directors, failing whom the deputy Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or deputy Chairman, or if at any meeting neither

be present within five minutes after the time appointed for holding the meeting and willing to act, the members present in person or by proxy shall choose one of their number to be Chairman of the meeting.

28. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a poll, and a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact.

30. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

VOTES OF MEMBERS.

31. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares, every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

32. Votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

33. A proxy need not be a member of the Company.

34. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the Directors may accept and—

(A) in the case of an individual shall be signed by the appointor or by his attorney; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

CORPORATIONS ACTING BY REPRESENTATIVES.

35. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or of any class of members of the Company, and the persons so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

DIRECTORS.

36. The first Directors, who shall be three in number, shall be appointed by the subscribers of the Memorandum of Association. There shall be a minimum of two Directors and a maximum of fifteen and the Company by Ordinary Resolution may from time to time increase or reduce the maximum or minimum.

37. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

38. The ordinary remuneration of the Directors shall from time to time be determined by the Directors.

39. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

40. Any Director who is appointed to any executive office including the office of Chairman or Deputy-Chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

41. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of, any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

42. A Director may contract or be interested in any contract or arrangement with the Company or any other company in which the Company may be interested and hold any office or place of profit (other than the office of Auditor of the Company) under, and he or any firm of which he is a member may act in a professional capacity for, the Company, or any such other company and (unless otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

EXECUTIVE DIRECTORS.

43. (A) The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Chairman or Deputy-Chairman or Managing or Joint Managing Director, on such terms and for such period as they may determine.

(B) The appointment of any Director to the office of Chairman or Deputy-Chairman or Managing or Joint Managing Director shall be subject to termination if he cease from any cause to be a Director.

(C) The appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise.

44. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS.

45. Any provisions of the Statutes which, subject to the provisions of these presents, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as Director on account of his having reached any specified age, or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

46. At each Annual General Meeting all of the Directors for the time being shall retire from office but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

47. The Company at the meeting at which a Director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless—

(A) at such meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or

(B) such Director has given notice in writing to the Company that he is unwilling to be re-elected.

48. During the intervals between General Meetings the holders of a majority of the shares may appoint any person to be a Director of the Company, within the maximum and minimum range provided for in these presents, and may remove any person before the expiration of his period of office as a Director, notwithstanding any provision of these presents or of any agreement between the Company and such Director. Any such appointment or removal shall take effect when notice in writing (including for this purpose a cable) shall be received at the office of the Company.

49. The Directors shall have power at any time and from time to time to appoint a person to be a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

50. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings of Directors may be held in the United Kingdom or elsewhere. Questions arising at any meeting shall be determined by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Subject as hereinafter provided at least seven* days' notice of a meeting of Directors shall be given to each Director by mail or cable provided that if the Chairman or any two Directors shall certify that in his opinion or their opinion the business to be transacted at any meeting is urgent such meeting may be convened by two* days' notice. No notice of a meeting shall be necessary if all Directors shall be present or represented at such meeting.

*Changed by
Special Resolution
dated 31st May,
1958.

51. A Director who is unable to attend any meeting of the Directors may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to

his own vote. Any such authority must be in writing or by cable, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

52. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be three, provided that any Director may be counted present for quorum purposes who has authorised another Director to vote for him in accordance with the last preceding section. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

53. A Director who is in any way, whether directly or indirectly, interested in a contract, proposed contract, arrangement, or transaction with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes, and thereafter he may vote and be taken into account for the purpose of constituting a quorum with respect to any such contract, proposed contract, arrangement or transaction.

54. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

55. The Directors may elect a Chairman and deputy Chairman and determine the period for which each is to hold office. If no Chairman or Deputy-Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

56. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

57. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors.

58. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

59. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any such Director, or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

BORROWING POWERS.

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

GENERAL POWERS OF DIRECTORS.

61. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

62. The Directors may appoint any Managers or Agents for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may fix their remuneration, and may delegate to any Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and any such appointment or delegation may be made upon such terms

and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may amend or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

63. The Directors may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

64. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

65. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

SECRETARY.

66. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL.

67. The Directors shall provide for the use of a seal, which shall only be used by the authority of the Directors or a committee of the Directors authorised by the Directors in that behalf.

AUTHENTICATION OF DOCUMENTS.

68. Any Director or the Secretary or any person appointed by the Directors for the purpose, shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the

Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the Local Manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

69. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS.

70. The Company may by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors.

71. If and so far as in the opinion of the Directors the profits of the Company justify such payments the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof; and may also from time to time pay interim dividends of such amounts and on such dates as they think fit.

72. The Company may, upon the recommendation of the Directors, by Ordinary Resolution, direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company, or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

RESERVES AND PROVISIONS.

73. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable

for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits.

CAPITALISATION OF PROFITS AND RESERVES.

74. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid.

75. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit.

MINUTES AND BOOKS.

76. The Directors shall cause minutes to be made in books to be provided for the purpose :—

- (A) Of all appointments of officers made by the Directors.
- (B) Of the names of the Directors present at each meeting of Directors and of any committee of Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

77. Any register, index, minute book, book of account or other book required by these presents or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS.

78. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Statutes.

79. The books of account shall be kept at the office, or at such other place within Great Britain as the Directors think fit, and shall always be open to the inspection of the Directors, or of members as authorised by the Directors.

80. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

81. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these presents.

82. Save as may be necessary for complying with the provisions of the Statutes or as the Company may by Extraordinary Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company.

AUDITORS.

83. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

84. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

85. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES.

86. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the address supplied by him to the Company as his address for the service of notices. Where a notice or other document is served by post, service shall be deemed to be effected at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.

WINDING UP.

87. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

88. To the extent permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

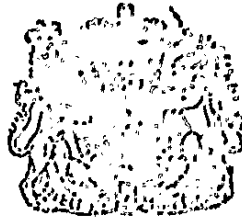
E. TINDELL,
6 Austin Friars,
London, E.C.2,
Clerk.

FREDK. HOPTON,
6 Austin Friars,
London, E.C.2,
Clerk.

Dated this 17th day of April 1956.

Witness to the above Signatures—

S. A. SCORE SMYTH,
6 Austin Friars,
London, E.C.2,
Clerk.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 565289

I hereby certify that

DU PONT COMPANY (UNITED KINGDOM) LIMITED

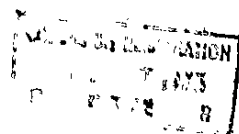
having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

DU PONT (U.K.) LIMITED

Given under my hand at London the 1st October 1973

(N. TAYLOR)

Assistant Registrar of Companies



Companies Acts 1948-1957

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DU PONT COMPANY (UNITED KINGDOM) LIMITED

Passed the 6th day of September 1973

At an Extraordinary General Meeting of the above-named Company duly convened and held at short notice at 18 Bream's Buildings, Fetter Lane, London EC4A 1HT on the 6th day of September 1973 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company

RESOLUTION

THAT with the consent of the Department of Trade and Industry, the name of the Company be changed to DU PONT (U.K.) LIMITED.

R. B. A. Lee

Chairman



The Companies Act 1948
COMPANY LIMITED BY SHARES

565289

132

ORDINARY RESOLUTION

(Pursuant to The Companies Acts 1948 and 1967,
Sect. 61)

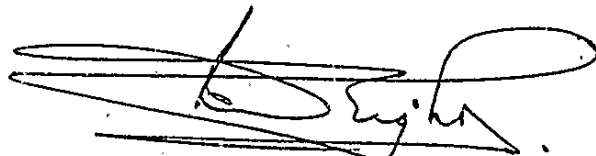
OF

D U P O N T (U. K.) L I M I T E D

Passed the 15th day of September, 1980

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at the Company's Registered Office on the 15th day of September, 1980, the following ORDINARY RESOLUTION was duly passed:-

That the authorised share capital of the Company be increased to £19,186,000 divided into 19,186,000 Ordinary Shares of £1 each.



T.G. Wright
Company Secretary



THE COMPANIES ACTS 1948 TO 1976

Notice of Increase in nominal capital

Pursuant to section 64 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

1133

565289

Name of Company

DU PONT (U.K.) Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special]† resolution of the company dated 15th September 1980

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 8,500,000 beyond the registered capital of £ 10,686,000

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
8,500,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. 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 Ordinary
Shares of the Company in all respects

Please tick here if
continued overleaf



Signed

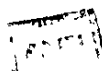
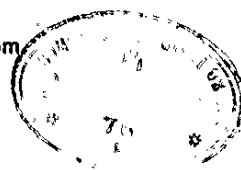
{Director} [Secretary]† Date 18/9/80

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

T.G. Wright
Du Pont (U.K.) Limited
Du Pont House,
18 Bream's Buildings
Fetter Lane,
London EC4A 1HT

For official use
General section

Post room



†delete as
appropriate

MINUTE

of a Special Resolution adopted at the Ninth Extraordinary General Meeting of the Shareholders held at the Registered Office of the Company on Thursday 17th December 1981 at 11.00 a.m. in accordance with the notice to all shareholders dated 24th November 1981.

PRESENT: R.E. Sullivan, Managing Director holding proxy for E.I. du Pont de Nemours and Company

P.R. Brock, Finance Director holding proxy for Du Pont de Nemours International S.A.

together being by proxy all the members of the Company, together holding 100% of the shares of the Company.

IN ATTENDANCE: T.G. Wright, Company Secretary.

In accordance with Article 27 of the Company's Articles of Association, the Chairman of the Directors being absent, R.E. Sullivan, representing by proxy the majority shareholder, was elected Chairman of the Meeting.

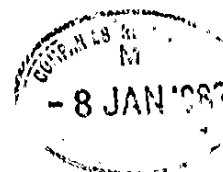
MINUTE NO.
96)

Upon the recommendation of the Board of Directors that the Articles of Association of the Company be altered for the purpose of ensuring the Company is resident in the United Kingdom and also to take account of recent changes in the law relating to companies,

IT WAS RESOLVED, that the Articles of Association be modified by:

- (a) Deleting Article 3.
- (b) Amending Article 4 by substituting £19,186,000 for £100,000 each time it appears.
- (c) Deleting Article 12 and substituting:

"Subject to any restrictions contained in these presents and to any resolution of the Company passed in General Meeting, the Directors of the Company are hereby authorised for a period of five years from the date of adoption of these presents to allot, grant options over, or otherwise dispose of shares as yet unissued in the capital of the Company, to such persons (including any Director) and on such terms as they think fit, provided that no such shares shall be issued at a discount and provided further that the maximum amount of relevant securities (as defined in the Statutes) that may be allotted hereunder shall be the amount of the unissued nominal share capital of the Company for the time being. For the purposes of this Article, Section 17 (1) of the Companies Act 1980 shall be excluded from application to any such allotment."



- (d) Amending Article 20 by deleting "not more than eighteen months after the incorporation of the Company and subsequently" and deleting "may" the first time it appears and substituting "shall" and deleting "or elsewhere".

- (e) Adding a new Article after old Article 34 as follows:

"Subject to the Statutes, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held."

- (f) Amending Article 36 by deleting the first sentence.
- (g) Amending Article 43A by inserting after "they may" in the last line "subject to these presents and the statutes."
- (h) Deleting Article 46.
- (i) Deleting Article 47.
- (j) Adding a new Article after old Article 47 as follows:

"The office of a Director shall be vacated if the Director:-

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) Becomes prohibited by law from being a Director; or
- (D) Becomes of unsound mind; or
- (E) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he has by reason of such absence vacated office."
- (k) Amending Article 49 by deleting "to fill a casual vacancy." and the second sentence and substituting "up to the maximum permitted number."
- (l) Amending Article 50 by deleting in the second sentence "may" and substituting therefor "shall" and deleting "or elsewhere" and by inserting after "votes" in the fifth line, and in the case of an equality of votes the Chairman shall have a second or casting vote." and by deleting the fifth sentence and substituting therefor "Such notice as is reasonable in all the circumstances (including the urgency of any matter to be considered by the Directors) shall be given to each Director."

(m) Amending Article 60 by inserting after "capital, and" in the third line "subject to these presents and the statutes."

(n) Deleting Article 62.

(o) Amending Article 67 by adding a final sentence as follows:

"Every instrument to which the seal is affixed shall be signed by a Director and shall be counter signed by the Secretary or by any second Director or by some other person appointed by the Directors for the purpose."

(p) Renumbering Article 74 as 74A and adding new Article 74B as follows:

"(B) The Company may on the resolution of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sum in paying up in full unissued shares to be allotted as fully paid bonus shares to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend (and in the same proportions), and the Directors shall give effect to such resolution."

(q) Omitting and numbering of Articles set out in column one below and by substituting in lieu thereof the Article numbers shown in column two, namely:

(1)	(2)	(1)	(2)
4	3	34	33
5	4	48	47
6	5	49	48
7	6	50	49
8	7	51	50
9	8	52	51
10	9	53	52
11	10	54	53
12	11	55	54
13	12	56	55
14	13	57	56
15	14	58	57
16	15	59	58
17	16	60	59
18	17	61	60
19	18	63	61
20	19	64	62
21	20	65	63
22	21	66	64
23	22	67	65
24	23	68	66
25	24	69	67
26	25	70	68
27	26	71	69
28	27	72	70
29	28	73	71
30	29	74	72
31	30	75	73
32	31	76	74
33	32	77	75

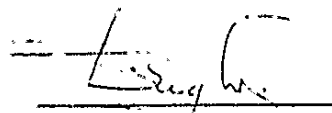
(1)	(2)	(1)	(2)
78	78	84	82
79	79	85	83
80	78	86	84
81	79	87	85
82	80	88	86
83	81		

A member entitled to vote at the meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not be a member of the Company.

There being no further business to come before the meeting, the Chairman declared the meeting closed.


Chairman

The Company Secretary certifies that the above is a true record of the proceedings and of the Resolution adopted at this meeting.


Company Secretary

DU PONT (U.K.) LIMITED

We, the undersigned, being all the members of Du Pont (U.K.) Limited having the right to attend and vote at the undermentioned Extraordinary General Meeting of the Company hereby agree

- (i) to the holding of the Tenth Extraordinary General Meeting of the Company at the Registered Office of the Company on Thursday 17th December 1981 at 11.10 a.m. for the purpose of considering and, if thought fit, passing the Resolution set out below which it is intended to propose as a Special Resolution
- (ii) to accept these presents as due notice of such meeting notwithstanding that it is called by shorter notice than that specified in Section 133 of the Companies Act 1948.

SPECIAL RESOLUTION

MINUTE NO. 97) That Article 51 of the Articles of Association of the Company be deleted and the following substituted in lieu thereof

"A Director who is unable to attend any meeting of the Directors may authorise any other person to vote for him at that meeting, and in that event the person so authorised shall have a vote for each Director by whom he is so authorised. If a Director is unable to perform any other duty imposed upon him in his capacity as a Director, he may authorise any other person to perform that duty on his behalf, and any duty so performed shall be valid in all respects as if it had been performed by the Director. Any authority as is mentioned in this Article must be in writing or by cable, radiogram, telegram, or telex to the Company, for the attention of the Secretary, who shall retain it for filing".

Dated this seventeenth day of December 1981.

Member	No of Shares Held	Signature
--------	-------------------	-----------

E.I. du Pont de Nemours and Company	12,363,539	<i>R.E. Sullivan</i>
Du Pont de Nemours International S.A.	1	<i>Schubert</i>

Note: A member entitled to attend and vote at the above meeting may appoint another person, who need not be a member, as his proxy to attend and vote instead of him.

The Company Secretary certifies that the above is a true record of the proceedings and of the Resolution adopted at this meeting

James D. Murray
Company Secretary.

COMPANY LIMITED BY SHARES

Memorandum

(As altered by Special Resolution passed 15th April, 1969)

AND

Articles of Association

(As altered by Special Resolutions passed 31st May, 1958 and 17th December, 1981)

OF

DU PONT (U.K.) LIMITED

(Name changed from Du Pont Company (United Kingdom) Limited by Department of Trade and Industry consent dated 1st October, 1973)

Incorporated the 27th day of April, 1956

18 JAN 1982

No. 565289



Certificate of Incorporation

I HEREBY CERTIFY, That DU PONT COMPANY (UNITED KINGDOM) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-seventh day of April
One Thousand Nine Hundred and Fifty-six.

W. B. LANGFORD,
Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association

(As altered by Special Resolution passed 15th April, 1969)

OF

DU PONT (U.K.) LIMITED

1. The name of the Company is "DU PONT (U.K.) 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 manufacture, assemble, refine, manipulate, purchase, sell, export, import, deal in or let on hire all kinds of goods, commodities, substances, appliances, machinery, plant, tools and implements, and other articles, chattels and things which may be advantageous to the Company or which any of the customers or other persons having dealings with the Company from time to time may require.
 - (B) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, wares and merchandise, exporters and importers, concessionaires, general storekeepers, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers, or agents, for any person or company.
 - (C) To engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.

*Name changed from
"DU PONT
COMPANY (UNITED
KINGDOM)
LIMITED" to
"DU PONT (U.K.)
LIMITED" by
Department of Trade
and Industry
consent dated
1st October, 1973*

- (D) To purchase or otherwise acquire, hold, own, occupy, develop, improve, sell, dispose of and convey real property and any and every interest therein anywhere in the world ; to extract, remove, produce or prepare from any such property any animal, vegetable, mineral or other product or material therein or thereon, either by agricultural pursuits, mining, quarrying, or by any other method or means now known or that may hereafter be discovered or invented, and to avail itself in every manner of each and every resource of such property by reducing it to proper form any by use, sale or other disposition thereof.
- (E) To carry on any other business which may seem to the Company capable of being conveniently carried on by the Company in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the properties or rights of the Company.
- (F) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation, or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (I) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote or concur in the promotion of any company the promotion of which shall be considered desirable.
- (L) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid-up.
- (N) To produce the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or

otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (R) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company: Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Assurance Companies Acts 1909 to 1946 or any Act amending, extending or re-enacting the same.

4. The liability of the members is limited;

5. The share capital of the Company is £100,000,* divided into 100,000 shares of £1 each.

**By Special Resolution passed 12th February, 1957, the original capital of £100,000 was increased to £5,100,000 divided into Ordinary Shares of £1 each.*

By Special Resolution passed 20th March, 1959, the capital was increased from £5,100,000 to £6,150,000, divided into Ordinary Shares of £1 each.

By Special Resolution passed 17th December, 1963, the capital was increased from £6,150,000 to £6,240,000, divided into Ordinary Shares of £1 each.

By Ordinary Resolution passed 30th August, 1968, the capital was increased from £6,240,000 to £7,352,000, divided into Ordinary Shares of £1 each.

By Ordinary Resolution passed 11th November, 1968, the capital was increased from £7,352,000 to £10,686,000, divided into Ordinary Shares of £1 each.

By Ordinary Resolution passed 15th September, 1980, the capital was increased from £10,686,000 to £19,186,000, divided into 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
E. TINDELL, 6 Austin Friars, London, E.C.1, Clerk.	One
FREDK. HOPTON, 6 Austin Friars, London, E.C.2, Clerk.	One
Total shares taken	Two

Dated the 17th day of April, 1956.

Witness to the above Signatures —

S. A. SCORE SMYTH,
6 Austin Friars,
London, E.C.2,
Clerk.

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COMPANY LIMITED BY SHARES

Articles of Association

*(As altered by Special Resolutions passed 31st May, 1958,
and 17th December, 1981)*

OF

DU PONT (U.K.) LIMITED

PRELIMINARY

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Statutes	The Companies Act 1948, and every other Act for the time being in force concerning companies and affecting the Company.
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Office	The registered office of the Company.
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, or partly one and partly another.
Dividend	Dividend and/or bonus.
Paid	Paid or credited as paid.

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary and, where two or more persons are appointed to act as Joint Secretaries, shall include any one of those persons.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

CAPITAL

**Changed by
Special
Resolution
dated 17th
December 1981.*

3. The share capital of the Company is £19,186,000* divided into 19,186,000* Ordinary Shares of £1 each.

4. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the next following Article), any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary Resolution determine, and subject to the provisions of the Statutes the Company may issue Preference Shares which are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine.

VARIATION OF RIGHTS

5. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply.

6. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL

7. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

8. All new shares shall be subject to the provisions of these presents.

9. The Company may by Ordinary Resolution —

- (A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (B) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled;
- (C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

10. Subject to confirmation by the court, the Company may by Special Resolution reduce its share capital, or any capital redemption reserve fund or share Premium Account in any manner.

SHARES

11* Subject to any restrictions contained in these presents and to any resolution of the Company passed in General Meeting, the Directors of the Company are hereby authorised for a period of five years from the date of adoption of these presents to allot, grant options over, or otherwise dispose of shares as yet unissued in the capital of the Company, to such persons (including any Director) and on such terms as they think fit, provided that no such shares shall be issued at a discount and provided further that the maximum amount of relevant securities (as defined in the Statutes) that may be allotted hereunder shall be the amount of the unissued nominal share capital of the Company for the time being. For the purposes of this Article, Section 17 (1) of the Companies Act 1980 shall be excluded from application to any such allotment.

**Changed by
Special
Resolution
dated 17th
December 1981.*

12. If any shares of the company are issued for the purpose of raising money to defray the expenses of the 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 conditions and restrictions mentioned in the Statutes, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

CERTIFICATES

13. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and new certificates issued in lieu thereof without charge. Every certificate shall be issued under the seal and bear the signatures at least of one Director and the Secretary and every such signature shall be autographic. Every certificate shall specify the shares to which it relates, and the amount paid up thereon.

14. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Directors think fit.

TRANSFER OF SHARES

15. All transfers of shares may be effected by transfer in writing in the usual common form, or in such other form as the Directors may accept, and may be autographic only.

16. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof, provided that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do.

17. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares to a person of whom they shall not approve, and they may also decline to register any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

18. Nothing in these presents shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

GENERAL MEETINGS

19.* An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place (which shall be within the United Kingdom) as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

**Changed by
Special
Resolution
dated 17th
December 1981*

20. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETING

21. An Annual General Meeting and an Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least, and any other Extraordinary General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as are not under the provisions of these presents entitled to receive such notices from the Company: Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed —

- (A) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and
- (B) in the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto shall not invalidate the proceedings at any General Meeting.

22. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member

entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

23. The Directors shall on the requisition of members in accordance with the provisions of the Statutes, but subject as therein provided —

- (A) give to the members entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (B) circulate to the members entitled to have notice of any General Meeting, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any General Meeting unless a quorum is present. Two members present in person, or by proxy, or (being corporations) present by a representative or proxy, and holding together not less than a majority of the issued shares in the capital of the Company, shall be a quorum for all purposes.

25. If within half an hour from the time appointed for a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the members present may determine.

26. The Chairman of the Directors, failing whom the deputy Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or deputy Chairman, or if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to act, the members present in person or by proxy shall choose one of their number to be Chairman of the meeting.

27. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give

any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28. At any General Meeting a resolution put to the vote of the meeting shall be decided on a poll, and a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact.

29. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

VOTES OF MEMBERS

30. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares, every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

31. Votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

32. A proxy need not be a member of the Company.

33. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the Directors may accept and —

(A) in the case of an individual shall be signed by the appointor or by his attorney; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

34.* Subject to the Statutes, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

*Added by
Special
Resolution
dated 17th
December 1981.

CORPORATIONS ACTING BY REPRESENTATIVES

35. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or of any class of members of the Company, and the persons so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

DIRECTORS

**Changed by
Special
Resolution
dated 17th
December 1981*

36.* There shall be a minimum of two Directors and a maximum of fifteen and the Company by Ordinary Resolution may from time to time increase or reduce the maximum or minimum.

37. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

38. The ordinary remuneration of the Directors shall from time to time be determined by the Directors.

39. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

40. Any Director who is appointed to any executive office including the office of Chairman or Deputy-Chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

41. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of, any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

42. A Director may contract or be interested in any contract or arrangement with the Company or any other company in which the Company may be interested and hold any office or place of profit (other than the office of Auditor of the Company) under, and he or any firm of which he is a member may act in a professional capacity for, the Company,

or any such other company and (unless otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

EXECUTIVE DIRECTORS

43. (A)* The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Chairman or Deputy-Chairman or Managing or Joint Managing Director, on such terms and for such period as they may subject to these presents and the statutes determine.

** Amended by
Special
Resolution
dated 17th
December 1981*

(B) The appointment of any Director to the office of Chairman or Deputy-Chairman or Managing or Joint Managing Director shall be subject to termination if he cease from any cause to be a Director.

(C) The appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise.

44. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

45. Any provisions of the Statutes which, subject to the provisions of these presents, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as Director on account of his having reached any specified age, or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

46.* The office of a Director shall be vacated if the Director —

** Added by
Special
Resolution
dated 17th
December 1981*

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) Becomes prohibited by law from being a Director; or
- (D) Becomes of unsound mind; or
- (E) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he has by reason of such absence vacated office.

47. During the intervals between General Meetings the holders of a majority of the shares may appoint any person to be a Director of the Company, within the maximum and minimum range provided for in these presents, and may remove any person before the expiration of his period of office as a Director, notwithstanding any provision of these presents or of any agreement between the Company and such Director. Any such appointment or removal shall take effect when notice in writing (including for this purpose a cable) shall be received at the office of the Company.

**Changed by
Special
Resolution
dated 17th
December 1981*

48.* The Directors shall have power at any time and from time to time to appoint a person to be a Director up to the maximum permitted number.

PROCEEDINGS OF DIRECTORS

**Changed by
Special
Resolution
dated 17th
December 1981*

49.* The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings of Directors shall be held in the United Kingdom. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Such notice as is reasonable in all the circumstances (including the urgency of any matter to be considered by the Directors) shall be given to each Director by mail or cable.

**Changed by
Special
Resolution
dated 17th
December 1981*

50.* A Director who is unable to attend any meeting of the Directors may authorise any other person to vote for him at that meeting, and in that event the person so authorised shall have a vote for each Director by whom he is so authorised. If a Director is unable to perform any other duty imposed upon him in his capacity as a Director, he may authorise any other person to perform that duty on his behalf, and any duty so performed shall be valid in all respects as if it had been performed by the Director. Any authority as is mentioned in this Article must be in writing or by cable, radiogram, telegram or telex to the Company for the attention of the Secretary who shall retain it for filing.

51. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be three, provided that any Director may be counted present for quorum purposes who has authorised another Director to vote for him in accordance with the last preceding section. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

52. A Director who is in any way, whether directly or indirectly, interested in a contract, proposed contract, arrangement, or transaction with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes, and thereafter he may vote and be taken into account for the purpose of constituting a quorum with respect to any such contract, proposed contract, arrangement or transaction.

53. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

54. The Directors may elect a Chairman and deputy Chairman and determine the period for which each is to hold office. If no Chairman or Deputy-Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

55. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

56. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors.

57. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

58. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any such Director, or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

BORROWING POWERS

**Changed by
Special
Resolution
dated 1st of
December 1981*

59.* The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and subject to these presents and the statutes to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

GENERAL POWERS OF DIRECTORS

60. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

61. The Directors may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

62. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

63. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

SECRETARY

64. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL

65.* The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf. Every instrument to which the seal is affixed shall be signed by a Director and shall be counter signed by the Secretary or by any second Director or by some other person appointed by the Directors for the purpose.

**Changed by
Special
Resolution
dated 17th
December 1981*

AUTHENTICATION OF DOCUMENTS

66. Any Director or the Secretary or any person appointed by the Directors for the purpose, shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the Local Manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

67. A document purporting to be a copy of a resolution of the directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS

68. The Company may by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the Amount recommended by the Directors.

69. If and so far as in the opinion of the Directors the profits of the Company justify such payments the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment

thereof; and may also from time to time pay interim dividends of such amounts and on such dates as they think fit.

70. The Company may, upon the recommendation of the Directors, by Ordinary Resolution, direct payment of a dividend in whole or in part by the distribution of specific assets and in part of paid-up shares or debentures of any other company, or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

RESERVES AND PROVISIONS

71. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits.

CAPITALISATION OF PROFITS AND RESERVES

72. (A) The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid.

(m)* The Company may on the resolution of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sum in paying up in full unissued shares to be allotted as fully paid bonus shares to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend (and in the same proportions), and the Directors shall give effect to such resolution.

*Added by
Special
Resolution
dated 17th
December 1981

73. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit.

MINUTES AND BOOKS

74. The Directors shall cause minutes to be made in books to be provided for the purpose:-

- (A) Of all appointments of officers made by the Directors.
- (B) Of the names of the Directors present at each meeting of Directors and of any committee of Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

75. Any register, index, minute book, book of account or other book required by these presents or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

76. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Statutes.

77. The books of account shall be kept at the office, or at such other place within Great Britain as the Directors think fit, and shall always be open to the inspection of the Directors, or of members as authorised by the Directors.

78. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

79. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these presents.

80. Save as may be necessary for complying with the provisions of the Statutes or as the Company may by Extraordinary Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company.

AUDITORS

81. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

82. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

83. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at an General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES

84. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the address supplied by him to the Company as his address for the service of notices. Where a notice or other document is served by post, service shall be deemed to be effected at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.

WINDING UP

85. If the company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY

86. To the extent permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

E. TINDELL,
6 Austin Friars,
London, E.C.2,
Clerk.

FREDK. HOPTON,
6 Austin Friars,
London, E.C.2,
Clerk.

Dated this 17th day of April 1956.

Witness to the above Signatures —

S. A. SCORE SMYTH,
6 Austin Friars,
London, E.C.2,
Clerk.

The Companies Acts 1948 to 1980

No. 565289

COMPANY LIMITED BY SHARES

Memorandum

(As altered by Special Resolution passed 15th April, 1969)

AND

Articles of Association

(As altered by Special Resolutions passed 11th May, 1955 and 17th December, 1981)

OF

DU PONT (U.K.) LIMITED

Incorporated the 27th day of April, 1956

G

COMPANIES FORM No. 225(1)
Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company number

565289

Name of company

Du Pont (U.K.) Limited

gives notice 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

Day Month

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

* 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

3	1	1	2	1	9	9	2
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:


The company is a [subsidiary] [parent]* undertaking of
Conoco (U.K.) Limited

_____, company number 524868
the accounting reference date of which is 31st December

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on 13.4.92
and it is still in force.

† Insert Director,
Secretary
Etc

Signed  Designation † Secretary Date 13/4/92

Presenter's name address
telephone no. and reference (if any):

Miss P.A. Turton
Du Pont (U.K.) Limited
Wedgwood Way
Stevenage
Herts SG1 4QN

For official use
D.E.B.

Post room

BLUEPRINT*

CH APP

15-14-91
251

G**COMPANIES FORM No.123****Notice of increase
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

Company number

565289

Name of company

Du Pont (U.K.) Limited

gives notice in accordance with section 123 of the above Act that by resolution of the
company dated 13th May 1994 the nominal capital of the company has been
increased by £180814000.00 beyond the registered capital of £19186000.00

A copy of the resolution authorising the increase is attached.

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

Ranking pari passu with the existing ordinary shares of £1
each

Signed

Designation Secretary

Date 13th May 1994

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

Miss P.A. Turton
Du Pont (U.K.) Limited
Wedgwood Way
Stevenage, Herts
SG1 4QN

For official use
D.E.B.

Post room

Jordans

PC SECRETARY SOFTWARE



A9ERX1Y%

A00|RECEIPT DATE:09/06/94|

9-6-94.
L.I.I.