

DUPLICATE FOR THE FILE

No. 605214



Certificate of Incorporation

I Hereby Certify That

PRIMCO LIMITED

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

Given under my hand at London this.....Twenty-eighth.....day of

May.....One Thousand Nine Hundred and Fifty.....eight.

L. R. (Ang. for)
Registrar of Companies

Certificate
received by

}.....Post.....

Date.....28/5/58.....

"THE COMPANIES ACT, 1948."



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

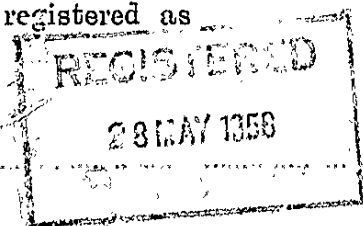
Declaration of Compliance

WITH THE

Requirements of The Companies Act, 1948.

Made pursuant to Section 15, Sub-Section 2, of the Companies Act, 1948,
on behalf of a Company proposed to be registered as

PRIMCO



Limited.

HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE NO:
171ARS 0801/2.
(2 LINES)

Presented by



I Richard Stanley Baldwin
of 78 Bradworth Road, Blackburn, Lancashire

"Here insert
"A Solicitor of
the Supreme
Court or in
Scotland "an
Enrolled Law
Agent" en-
gaged in the
formation of"
or "A person
named in the
Articles of
Association
as a
Director (or
Secretary) of."

Do solemnly and sincerely Declare that I am* a person named

in the Articles of Association as a Director
of Poinco

(12)

LIMITED,

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

Declared at Blackburn in the
County of Lancashire

the 17th day of May

One thousand nine hundred and forty eight

before me,

Ronald H. G. Horne

A Commissioner for Oaths †

R. C. Baldwin

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

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

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

COMPANY LIMITED BY SHARES.



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

Statement of the Nominal Capital

OF

PRIMCO

REGISTERED

28 MAY 1958

Limited.

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

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

HUTTON, HARTLEY & Co. Ltd.,

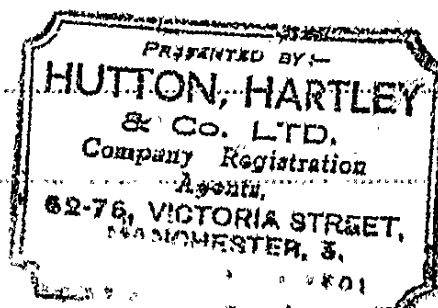
Legal and Commercial Manufacturing Stationers, Printers, Lithographers,
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE NO:
BLACKFRIARS 9801/2.
(2 LINES)

Presented by



THE NOMINAL CAPITAL

OF

Princo

LIMITED,

is *one hundred* Pounds

divided into *one hundred* Shares

of *one pound* each.

Signature *R. C. Baldwin*

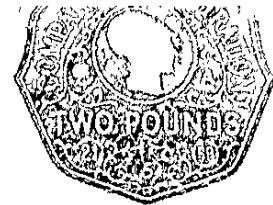
Description *Director*

Dated the *16th* day

of *May* 19*58*

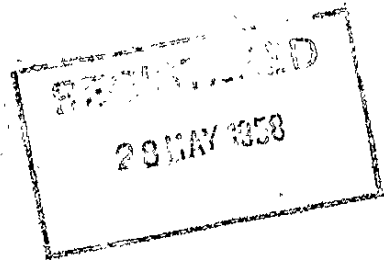
*** This Statement should be signed by an Officer of the Company.*

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



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Memorandum of Association
OF
PRIMCO LIMITED.

1. The name of the Company is "PRIMCO LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) To carry on business as impregnators, coaters, manufacturers, merchants, and distributors of textiles, fabrics and paper and board products, and to carry out any process or treatment in connection with any of those materials, or plastic or filamentous materials.
 - (B) To carry on business as manufacturers of oiled silk, oil-skin, holland, leathercloth, furnishing and upholstery fabrics and materials, as proofers of textiles and fabrics, coaters and laminators, varnishers and stainers of paper and board; to manufacture, make-up and market all classes of goods made from any of the Company's products or any other materials added thereto.
 - (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.



- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, vehicles, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, shops, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or securities so received.
- (G) To apply for, purchase or by other means acquire, and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions, and the like conferring any exclusive or non-exclusive right to use any secret or information which may appear likely to be advantageous or useful to the Company, and to use

and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (II) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, transfer, grant or otherwise deal with, all or any part of the property, rights, or options of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (J) As a subsidiary object but not as a primary object to lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (R) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.
- (S) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (x) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph be independent main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p style="text-align: right;">CUERDEN</p> <p>Francis Wilfred Guerdon. 365 Preston Old Rd. Blackburn. Mechanical Engineer.</p>	<p>One.</p>
<p>George Cole 39 Green Drive Lerstock Hall Preston Electrical Engineer</p>	<p>One</p>

Dated the 10th day of May, 1958

Witness to the above Signatures—

R.C. Baldwins
Lodd St. West
Blackburn
Chartered Accountant

605214



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

REGISTERED

28 MAY 1958

Articles of Association
OF
PRIMCO LIMITED.

PRELIMINARY.

1. Save as hereinafter provided and so far as the same are not inconsistent herewith, the regulations contained in Parts I and II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company. Clauses 3, 4, 5 and 6 of Part II of the said Table A shall not apply to the Company. References hereinafter contained to Table A shall be construed as references to Part I of the said Table A.

EXEMPT COMPANY PROVISION.

2. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private Company within the meaning of sub-section (4) of Section 129 of the Act.

LIEN.

3. The lien conferred by Clause 11 of Table A shall attach to fully paid Shares and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.



TRANSFER OF SHARES.

4. The Directors may in their absolute discretion and without assigning any reason refuse to register the transfer of any shares.

5. A Share may, subject to the provisions of Clause 4 hereof, be transferred to a person already a member of the Company. In all other cases the following regulations shall apply, namely:—

- (a) The proposing transferor shall give notice in writing to the Company stating the number of shares he desires to sell and the price he considers to be the fair value.
- (b) If within 28 days after the service of such notice the Company notifies him that a member or other person approved by the Directors is willing to purchase the same the proposing transferor shall be bound to transfer the same upon payment of the price fixed by him as aforesaid or at the option of the proposed transferee of the fair value as certified by the Company's Auditor.
- (c) Upon the application of either party the Auditor of the Company acting as an expert and not as an arbitrator shall certify in writing the sum he considers as the fair value.
- (d) If the proposing transferor after becoming bound as aforesaid makes default in transferring, the Company may receive the purchase money and hold it in trust for the proposing transferor, and any Director appointed by the Board for that purpose shall be deemed to be the proposing transferor's duly authorized attorney in his name and on his behalf to execute and deliver a transfer of the said shares. Thereupon the name of the transferee shall be entered upon the register of members as holder of the said shares and the validity of the proceedings shall not be questioned by any person.
- (e) If the Company shall not find a purchaser under the foregoing provisions the proposing transferor may within three calendar months thereafter transfer the said shares or those not placed to any person and at any price, subject nevertheless to the provisions of Clause 4 hereof.

BORROWING POWERS.

6. The Directors may at their discretion raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage, lien or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged. Clause 79 of Table A shall not apply to the Company.

GENERAL MEETINGS.

7. The quorum for any general meeting shall be two members present in person or by proxy.

8. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorized 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.

9. The Company in convening any General Meeting shall comply with the provisions of Section 136 of the Act as regards giving information to Members concerning their right to appoint proxies, and of Section 162 of the Act as regards sending to the Auditor of the Company notices of and communications relating to such Meeting.

VOTES OF MEMBERS.

10. Clause 58 of Table A shall be modified to the extent that a poll may be demanded by two Members present in person or by proxy instead of three Members as therein provided.

DIRECTORS.

11. The number of Directors shall not be less than two or more than seven.

12. The first Directors of the Company shall be

GEORGE COLE,
FRANCIS WILFRED CUERDEN,
THOMAS KAY,
JESSIE LOUISE COLE,
RICHARD CHARNLEY BALDWIN,
MARGARET MARY CUERDEN.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 34 of Table A shall be modified accordingly.

14. It shall not be necessary for a Director present at any meeting of Directors or Committee of Directors to sign his name in a book to be kept for that purpose, and Clause 36 of Table A shall be modified accordingly.

15. Clause 38 of Table A shall not apply to the Company.

16. The office of a Director shall be vacated—

- (a) If he become bankrupt or insolvent or compound with his creditors.
- (b) If he become of unsound mind or be found a lunatic.
- (c) If he be convicted of an indictable offence (other than and except an offence arising out of or connected with the ownership or driving of a motor or other vehicle, or an offence connected with any such vehicle, or in anywise relating thereto).
- (d) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.

- (e) If he resigns his office by one calendar month's notice in writing given to the Directors.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Minute Book stating that such Director has ceased to be a Director of the Company.

17. There shall not be any age limit for Directors and Section 185, Sub-sections (1) to (6) of the Act shall not apply to the Company.

REGISTER OF DIRECTORS' SHAREHOLDINGS.

18. The Directors shall cause to be kept a register of the Directors' holdings of Shares and Debentures of the Company and of its subsidiary companies or holding company (if any) as required by Section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and shall produce the same at every Annual General Meeting as required by and otherwise comply with the provisions of that Section.

SECRETARY.

19. The Company shall have a Secretary who shall be appointed by the Directors. A sole Director of the Company shall not also be Secretary, and a provision of the Act or of these presents requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

NOTICES.

20. Notice of a General Meeting need not be given to any Member in respect of any class of Shares during any period in which by the terms of issue of such Shares the holders are not entitled to receive notices of General Meeting; and Clause 134 of Table A shall be modified accordingly.

WINDING UP.

21. The assets of the Company available for distribution among the Members shall be applied—First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively together with all arrears (if any) and accruals of Preferential Dividend, whether earned or declared or not, down to the date of such repayment ; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively ; and the balance (if any) shall be distributed among all the holders of shares in the Company in proportion to the number of shares held by them respectively.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Francis Wilfred Gunder.

365 Preston Old Rd.

Blackburn.

Mechanical Engineer.

George Cole

39 Green Trine

Lestock Hall

Preston

Electrical Engineer.

Dated the 16th day of May, 1958

Witness to the above Signatures—

H.C. Baldwin

Lord St. West.

Blackburn

Chartered Accountant