

Certificate No. _____

607717

Form No. 41.

THE COMPANIES ACT, 1948."



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

Declaration of Compliance

requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said
behalf of a Company proposed to be registered as D. W. General
Wood Machinists LIMITED.

Edward Edward Donnell
Herbert Stone, N 17

I do hereby and sincerely declare that I am ^(*) a person named in
Articles of Association as a Director
of D. W. General Wood Machinists Limited,

(*) Here insert
either: "Solicitor
of the Supreme
Court engaged in
the formation," or
"A person named
in the Articles of
Association
as a Director (or
Secretary) which-
ever the case."

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

Edmonton in the County
Willow

12 day of June
and nine hundred and forty-eight

E. E. Donnell

MAXWELL J. BENNELL

A Commissioner for Oaths.

presented for registration by Mr. H. G. L. Thwaites, for
Maple House, Walton Rd. S.W. 1

Printed at: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERITME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2

No. of Certificate

607717

Form No. 25.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF D. W. General Wood
Machinists LIMITED,
is Three thousand Pounds, divided
into 3000 Shares of £1 each.

Signature

E. Dorsett

Description

Director

(State whether Director or Secretary)

Dated the

24

day of

June

1958

Presented for registration by

HAGLEY KNIGHT

Hagley Knight & Co

10, Abchurch Lane, London E.C. 4

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERBYME, ESTABLISHMENT, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2

607717 *SP*



THE COMPANIES ACT, 1948

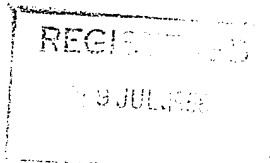


COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

D. W. GENERAL WOOD MACHINISTS LIMITED

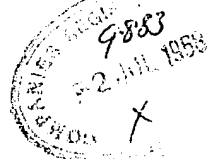


1. The name of the Company is "D.W. GENERAL WOOD MACHINISTS LIMITED".

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 wood and timber merchants and growers, importers, dealers, brokers, factors and agents of and in wood and timber and as manufacturers of and dealers in wood blocks, windows, doors, mouldings, boxes, plywood, sleepers, banisters, panelling, furniture, ladders, scaffolding, masts, spars, derricks, sawdust, wood, pulp, tool-handles, woodwork and wooden articles of all kinds, coal, coke and other fuel, bricks, cement, stone, tiles, slates, sand, ballast, paints, varnishes, distemper, wallpapers and builders' and decorators' material, supplies and equipment of all descriptions.
- (b) To carry on business as carpenters, joiners, woodcarvers, turners, wheelwrights, builders, decorators, shop and office fitters, mechanical, electrical, hydraulic and sanitary engineers, saw mill proprietors, ship, barge and boat owners, lightermen, wharf and dock owners, warehousemen, carriers, garage proprietors, road makers, metal and alloy makers and workers and general contractors.



- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

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- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.
- (u) The objects specified in each paragraph of this Clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.

4. The liability of the members is limited.

5. The share capital of the Company is £3,000 divided into 3,000 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
<i>Dennis Evans</i> <i>31 Welfington Rd</i> <i>West Harewood</i> <i>S.E. 27.</i> <i>Accountant.</i>	<i>ONE</i>
<i>David Crawford,</i> <i>15 Milner Road,</i> <i>Morden,</i> <i>Surrey.</i> <i>Audit Clerk.</i>	<i>ONE.</i>

DATED this 24th day of June 1958

WITNESS to the above signatures :-

Alfred House
Walton Road
S.W. 1.
Chartered Accountant

- D. V.
1. The the First S referred to provided app of Table A Articles.
 2. Regu 58, 62, 66, of Table A a not apply to
 3. The £3,000 divid
 4. The of the origi be allotted for such co Directors may forming part as to the al by the Compe creation of su of Regulation
 5. Subje Act any Pres

607717 / 4



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES.

Number of
shares taken
by each
subscriber

ONE

Articles of Association

OF

D. W. GENERAL WOOD MACHINISTS LIMITED

REGISTERED

9 JUL 1958

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 24, 40 to 43 (inclusive), 53, 58, 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

3. The initial share capital of the Company is £3,000 divided into 3,000 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms

1958

the
such
1.
simult

that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSFER OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. No shares in the Company shall be transferred otherwise than as provided in Clause 7 of these Articles unless the following provisions are complied with :-

- (a) If any member holding one or more class of share desires to sell or transfer such shares or any of them he shall notify his desire to the Directors in writing, the notice to specify the number and class of shares to be sold, and not to be revocable within one month without the consent of the Directors. Such notification shall constitute an authority to the Directors to offer the shares at a "fair value" as hereinafter defined to the members of the Company who are at that time owners of that class of share pro rata to their holding.
- (b) In the event of any such members not being desirous of purchasing all or any of such shares, they shall notify the Directors accordingly, who shall then offer such shares at their discretion to all or any of the other members of that class.
- (c) No shares in the Company shall be transferred to a person not a member of the Company so long as any member of the Company may be willing to purchase such share at the "fair value".
- (d) The "fair value" shall be such sum as the Auditors of the Company for the time being shall determine, and their valuation shall be accepted by all parties as the "fair value" of such shares.

- (e) If the month to fix the value of shares of the class the right of refusal
- (f) For the "member" entitled

9. Save as no transfer of shall be made of the Directors decline to give suspend the re days immediate in each year. instrument of two shillings time to time d thereof, and (B by the certifi such other evi to show the ri If the Director shares they shi which the trans the transferee Companies Act,

10. At any vote of the mee unless a poll i result of the s by at least two or by the holde of at least one share capital o demanded a decl has on a show or by a particu particular majd minute book of thereof without votes recorded

11. Subject time being att on a show of ha have one vote, vote for each s

Company are liable

1. meeting as is
 of Table A shall
 no quorum present
 quorum shall not be
 time appointed for
 shares of the class

- (e) If the Directors shall be unable within one month from the date of the said notification, to find a purchaser for the shares at such "fair value", the member may sell all or any of the shares to any person, though not a member of the Company, at any price, but subject to the right of the Directors under these Articles to refuse registration of the transfer.

- (f) For the purpose of the above clauses, the word "member" shall be deemed to include any person entitled to transfer shares in the Company.

by a member to any
 ter-in-law, father,
 e, nephew or niece
 eceased member may be
 s aforesaid of the
 r administrators of
 standing in the name
 deceased member or of
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shall be transferred
 7 of these Articles
 complied with :-

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 air value" as herein-
 s of the Company who
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ch members not being
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shall be transferred
 of the Company so long
 any may be willing to
 e "fair value".

uch sum as the Auditors
 being shall determine.
 ll be accepted by all
 e" of such shares.

9. Save as provided for in Clause 7 of these Articles no transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any shares 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 pursuant to the Companies Act, 1948, Section 78.

PROCEEDINGS AT GENERAL MEETINGS

10. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

12. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be ERNEST EDWARD DOSSETT and ALBERT EDWARD WOODLEY.

13. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

POWERS AND DUTIES OF DIRECTORS

14. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract comes before the Board for consideration.

15. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

16. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

17. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

18. The Directors may exercise all the powers contained in Clause 3 (p) of the Company's Memorandum of Association in regard to the granting of pensions and allowances as therein mentioned, notwithstanding the

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receiving such
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supplied to
Kingdom for

exercise of such powers shall directly or indirectly enure to the benefit of one or more of their own number.

BORROWING POWERS

19. The Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

MANAGING DIRECTORS AND MANAGERS

20. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall be subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

21. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

22. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

23. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

INDEMNITY

24. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Regulation 136 of Part I of Table A every Director, officer, or official of the Company shall be indemnified against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES,

Director
*31**Secy*

DATED the

WITNESS

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dennis S. Evans
 31 Walfington Rd.
 West Hove
 S.E. 27
 Accountant.

David Chandler,
 15 Mimes Road,
 Morden,
 Surrey.
 Audit. Clerk.

DATED this 24 day of June 1958

WITNESS to the above signatures :-

H. P. King
 Alfred House
 Wilton Road
 S.W. 1.
 Chartered Accountant

Act and in
 Regulation
 officer, or
 against all
 ties incurred
 his duties or

DUPLICATE FOR THE FILE

No. 607717



Certificate of Incorporation

I Hereby Certify That

D.W. GENERAL WOOD MACHINISTS LIMITED

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

Given under my hand at London this Ninth day of
July One Thousand Nine Hundred and Fifty eight.

L. B. (and for)
Registrar of Companies

Certificate
received by

R. Brown &

Hughes & Co. Date 16/7/1958.