

THE COMPANIES ACT, 1948



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

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

Pursuant to Section 15 (2).

RECEIVED

30 MAR 1960

EXLAN (HOLDINGS)

Insert the
Name of the
Company.

LIMITED

ated by

Freshfields,

Garrard House,

31/45 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, Vivian Edward Armitage Smith

of Garrard House, 31/45 Gresham Street in the City
of London

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

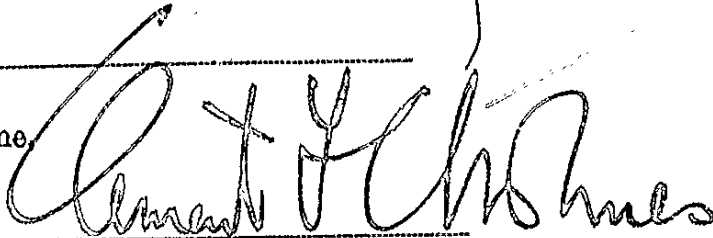
Do solemnly and sincerely declare that I am ("a Solicitor of
the Supreme Court engaged in the formation
of Ekman (Holdings)

Limited,

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

Declared at Garrard House, 31/45
Gresham Street in the City of
London
the 24th day of March
one thousand nine hundred and sixty

Before me



A Commissioner for Oaths [or Notary Public or]

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

Number of }
Company }

654671/2

Form No. 25

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of the Nominal Capital

OF

EKMAN (HOLDINGS)

LIMITED

REGISTERED

30 MAR 1900

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

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

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

Presented by

Freshfields,

Garrard House, 31/45 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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

EKMAN (HOLDINGS)

Limited,

is £ 100, divided into:

100 Shares of One pound each

- Shares of - each

*Signature

[Handwritten Signature]

Description Solicitors to the Company

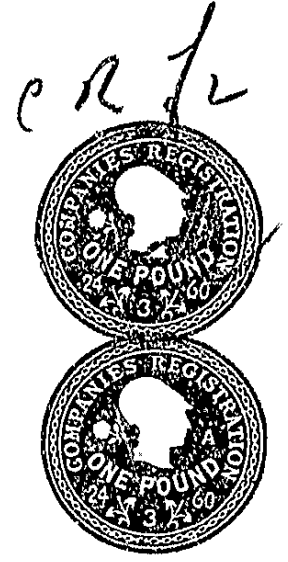
Dated the 24th day of March 1960

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

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



P 654670/3



THE COMPANIES ACT, 1948.

REGISTERED
30 MAR 1960

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

EKMAN (HOLDINGS) LIMITED.

1. The name of the Company is "EKMAN (HOLDINGS) LIMITED". ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are as follows:—
 - (1) To purchase or otherwise acquire, hold and deal in any shares, debentures, stocks, bonds, scrip, or other securities issued by any company, body corporate or association or any supreme, municipal, local, or other authority, whether in Great Britain or any overseas country or place.
 - (2) To subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, stocks, bonds, scrip, or other securities.
 - (3) To underwrite any such shares or other securities as aforesaid; to lend money with or without security and on such terms as may be thought fit; and to borrow money (whether for reinvestment or not) without security, or giving such security of any kind as may be agreed, including debentures and debenture stock, whether redeemable or perpetual.

2025

- (4) To establish and carry on in the United Kingdom and elsewhere, as may be thought fit, an agency or agencies for the import, export, purchase and sale of merchandise, goods, machinery, apparatus, material and produce of any kind, whether manufactured or not.
- (5) To act as agents and brokers for importers, exporters, buyers, sellers, manufacturers, merchants, printers, publishers, tradesmen, or others, and generally to undertake and carry out agency work of any kind.
- (6) To carry on business as shippers and carriers, forwarding agents, warehousemen, general contractors, depository proprietors, cold storage proprietors, wharfingers, builders, shipowners, provision merchants, general merchants and storekeepers.
- (7) To buy, sell, manufacture, repair, alter and exchange, let on hire, import, export and deal in all kinds of articles, goods and materials of any kind or description whether the same be required for the purposes of any of the above mentioned or any other businesses or be commonly supplied or dealt in by persons engaged therein or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (8) To carry on in connection with the purposes aforesaid any financial business or any other business necessarily or usually carried on in connection therewith.
- (9) To enter into or purchase the benefit of any contracts for the manufacture by some other person or company of any of the things which this Company has power to manufacture and deal in, and also to purchase the benefit of any contract to supply any person or company with any such things, and to make arrangements with any person or company for the concession of any special rights' privileges and advantages.
- (10) To purchase or otherwise acquire and undertake all or any part of the business, property, rights and liabilities of any person or company, and to pay for any business, property or rights acquired by the Company wholly or partially in shares, debentures or other securities or obligations of the Company or belonging to the Company, and whether fully or partly paid, and as part of the terms of any such

purchase or otherwise to grant options upon any unissued shares of the Company.

- (11) To apply for, purchase, acquire, hold, work, deal with and dispose of any patents, patent rights, trade marks or designs, brevets d'invention, processes or inventions, and to let or hire the same or any rights in respect thereof upon royalty, licence or otherwise and generally to turn the same to account, and to procure the Company or any person or persons on its behalf to be registered either in the United Kingdom or any other part of the world as the owner, inventor or proprietor of the same.
- (12) To make advances and lend money without security or upon the security of real or personal property of every description or upon personal security.
- (13) To raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the creation of mortgages, charges, debentures, or debenture stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the undertaking and property of the Company, both present and future, including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (14) To guarantee or become liable for contracts or obligations of any kind of any person or company or of any municipal or other authority or public body, and in particular to guarantee the payment of money, whether in respect of principal, interest or dividends, upon any bonds, debentures, debenture stocks, mortgages, charges, obligations and securities or stocks or shares of any government, municipal, local or other authority, public or private body or company, whether incorporated or not incorporated.
- (15) To receive money, valuables and goods and materials of all kinds on deposit or for safe custody.
- (16) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person, company or authority.
- (17) To negotiate loans and to act as agents for the loan, payment, transmission and collection of money and for the management of property.

Ref. Hen

- (18) To amalgamate with any other company or companies having objects altogether or in part similar to those of this Company.
- (19) To undertake and execute trusts of all kinds, whether private or public, and to transact all kinds of trust and agency business, either gratuitously or otherwise, and in particular without limiting the generality of the above to act as treasurers, registrars and secretaries.
- (20) To sell, lease or otherwise dispose of the undertaking of the Company, or any part thereof, or all or any part of the property of the Company, for such consideration as the Company may think fit, with power to accept in payment or part payment for the same any shares (fully or partly paid), stocks, debentures, debenture stocks or other securities or obligations.
- (21) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and to make and execute any deed, indenture, appointment or other legal act or document which may be necessary, expedient or desirable for the purposes of the Company.
- (22) To procure the Company to be registered or recognised in any country or place, and to obtain any Provisional Order or Act of Parliament, or any enactment, decree or other legislative, judicial or executive Act of any empire, kingdom, state, republic, colony, municipality or other authority for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.
- (23) To grant pensions, allowances, gratuities and bonuses to persons in the employment of the Company, or its predecessors in business, or who shall previously have been in such employment, or who shall hold or have held managerial or other salaried positions with the Company, or its said predecessors in business, notwithstanding that such persons may have been at the time or may afterwards become Directors of the Company, or the dependants of such persons, and to establish, endow, partially or wholly, and contribute to any scheme or fund directed to such purpose or

purposes or any sickness, provident, accident or other similar fund or scheme, and to establish and support or aid in the establishment and support of any schools or any educational, scientific, literary, religious or charitable institutions or trade societies whether solely connected with any of the businesses carried on by the Company or any of its predecessors in business or not, or any clubs or other establishments calculated to advance the interests of the Company or of the persons employed by the Company or any of its predecessors in business, and to establish and assist in any profit-sharing scheme for the Company's employees.

- (24) To aid or assist financially or otherwise, and by gift, or in any other form, any persons, companies, associations, movements or objects whatsoever where such aid or assistance is deemed to be of advantage, directly or indirectly, to the Company, or its business.
- (25) To pay all or any part of the expenses of and incidental to the promotion, formation and establishment of the Company, and any company formed or promoted by the Company or in which the Company is interested, and to remunerate any parties for services rendered or to be rendered in connection with the promotion, formation or establishment of the Company or such other company or in placing or assisting to place or guaranteeing the placing of any shares in, or any debentures, debenture stock or other securities of the Company or of such other company, or in or about the conduct of the Company's business.
- (26) To carry on any other business which seems 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 profitable any of the Company's property or rights or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Insurance Act, 1923, or the Road

Traffic Act, 1930, or to re-insure any risks under any class of assurance business to which those Acts apply.

- (27) To do all or any of the above things in the United Kingdom or in any other part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to permit any property or rights belonging to the Company to be held by or to be vested and remain vested in any person or company whatsoever as trustees for the Company.
- (28) To distribute any of the assets of the Company among the Members in specie, but so that no distribution involving a reduction of capital shall be made without the sanctions required by law.
- (29) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this clause when not applied to the Company shall be deemed to include any incorporated body and any partnership or other body of persons, whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited by reference to any other paragraph or by 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 One Pound each, and the Company has power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

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.

A. G. & Co.
Garrard House. *One*
31/45, Gresham Street
London E.C. 2.
Solicitors in ordinary
P. Peadie,
Garrard House, *One*
31/45, Gresham Street,
London, E.C. 2.
Solicitor.

DATED the 2nd day of *March*, 1960.

WITNESS to the above signatures:—

W. J. Smith.
Garrard House.
31/45 Gresham Street.
London E.C. 2.
Solicitor.



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

REGISTERED

30 MAR 1960

Articles of Association

— OF —

EKMAN (HOLDINGS) LIMITED.

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the following Regulations and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), except in so far as they are hereinafter omitted or varied, shall apply to and be the Articles of Association of the Company.

2. The following provisions of Part I of Table A shall as applied to the Company be omitted or varied in the manner and to the extent set opposite to the same respectively:—

Number of Regulation in Part I of Table A.	Omission or Variation.	Extent of Omission or Variation.
2	Substitute	the word "directors" for the word "company" in the second place in which it appears and omit the words "by ordinary resolution"
11	Omit	the words "(not being a fully paid share)" and the words "(other than fully paid shares)"
15	Omit	the proviso
24	Omit	the whole clause.
53	Substitute	the word "two" for the word "three"
70	Omit	the proviso
81 (2)	Substitute	Article No. 3
80	Omit	the words "all the directors shall retire from office"

POWERS AND DUTIES OF DIRECTORS.

3. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by him from any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Subject to such disclosure as is mentioned in Regulation 84 (1) of Part I of Table A, a Director may as a Director (as well as a Member), vote in respect of any contract or arrangement in which he is so interested as aforesaid, and he shall be reckoned for the purpose of constituting a quorum of Directors or Members.

ALTERNATE DIRECTORS.

4. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is not present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. An alternate shall not be entitled to any remuneration.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

A. G. G. Cox.

Garrard House

31/45 Graham Street

London E.C.2.

Solicitors managing Clerk

Rebelle,

Garrard House,

31/45, Graham Street,

London, E.C.2.

Solicitors.

DATED this 22nd day of *March*, 1960.

WITNESS to the above signatures:—

J. R. Mink.

1/5 6/5/60

Grand House.

31/45 Graham Street.

London, E.C.2.

Solicitors.

No. C. 173

DUPLICATE FOR THE FILE

No. 654674



Certificate of Incorporation

I Hereby Certify, that

EKMAN (HOLDINGS) LIMITED

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

Given under my hand at London this **Thirtieth** day of
March One Thousand Nine Hundred and **Sixty.**

A. J. Mann
ASSISTANT Registrar of Companies.

Certificate
received by

J. S. Allan for Freshfields

Date *30th March 1960*

No. 654674 /10

CAF



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

EKMAN (HOLDINGS) LIMITED

Passed 31st October, 1961

At an EXTRAORDINARY GENERAL MEETING of EKMAN (HOLDINGS) LIMITED held at Bilbao House, 36, New Broad Street, London, E.C.2. on Tuesday the 31st day of October, 1961, the under-mentioned Resolution was duly passed as an ORDINARY RESOLUTION:—

ORDINARY RESOLUTION

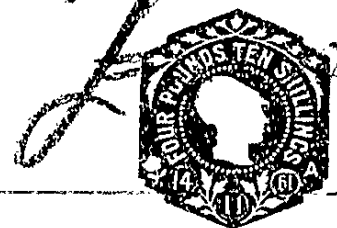
“That the capital of the Company be and is hereby increased from £100 to £1,000 by the creation of 900 Shares of £1 each.”

Kenneth K...

REGISTERED
Chairman
13 NOV 1961

No. of Certificate 654674/11

[G.A. 29]
8/55.



EKMAN (HOLDINGS)

LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 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.)

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 (s. 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.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

40, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Keens, Shay, Keens & Co.,

Bilbao House, New Broad Street, London, E. C. 2.

[26A.]

REGISTERED
17 NOV 1961

C 892

Q

EKMAN (HOLDINGS)

Limited

has by a Resolution of the Company dated 31st October, 1961

been increased by the addition thereto of the sum of £ 900, divided into

900 shares of £ 1 each beyond the Registered Capital of

£100

Signature.

State whether Director or Secretary.

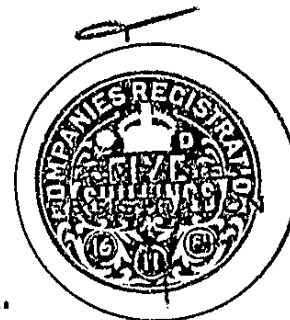
Date First day of November 1961

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

of Company. 654674

sign
12 8/5 nf

THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital.

CRF
Pursuant to Section 63.

Name of Company { EKMAN (HOLDINGS) Limited.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Keens, Shay, Keens & Co., *(891)*

Bilbao House, New Broad Street, London, E. C. *2109*

Filed under Section 9 of
The European Communities Act. 1972
96/1119

No. 654674

29

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

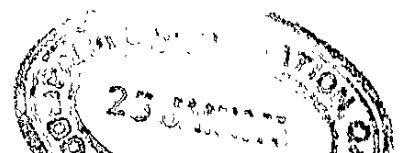
Articles of Association

OF

✓ **EKMAN (HOLDINGS) LIMITED**

Incorporated the 30th day of March, 1960.

✓
19



No. 654674



Certificate of Incorporation

I hereby certify that EKMAN (HOLDINGS)
LIMITED is this day Incorporated under the
Companies Act, 1948, and that the Company is
LIMITED.

GIVEN under my hand at London this Thirtieth
day of March One thousand nine hundred and sixty.

A. J. C. MANN,
Assistant Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

EKMAN (HOLDINGS) LIMITED

1. The name of the Company is "EKMAN (HOLDINGS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (1) To purchase or otherwise acquire, hold and deal in any shares, debentures, stocks, bonds, scrip, or other securities issued by any company, body corporate or association or any supreme, municipal, local, or other authority, whether in Great Britain or any overseas country or place.
 - (2) To subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, stocks, bonds, scrip, or other securities.
 - (3) To underwrite any such shares or other securities as aforesaid; to lend money with or without security and on such terms as may be thought fit; and to borrow money (whether for reinvestment or not) without security, or giving such security of any kind as may be agreed, including debentures and debenture stock, whether redeemable or perpetual.
 - (4) To establish and carry on in the United Kingdom and elsewhere, as may be thought fit, an agency or agencies for the import, export, purchase and sale of merchandise, goods, machinery, apparatus, material and produce of any kind, whether manufactured or not.

- (5) To act as agents and brokers for importers, exporters, buyers, sellers, manufacturers, merchants, printers, publishers, tradesmen, or others, and generally to undertake and carry out agency work of any kind.
- (6) To carry on business as shippers and carriers, forwarding agents, warehousemen, general contractors, depository proprietors, cold storage proprietors, wharfingers, builders, shipowners, provision merchants, general merchants and storekeepers.
- (7) To buy, sell, manufacture, repair, alter and exchange, let on hire, import, export and deal in all kinds of articles, goods and materials of any kind or description whether the same be required for the purposes of any of the above mentioned or any other businesses or be commonly supplied or dealt in by persons engaged therein or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (8) To carry on in connection with the purposes aforesaid any financial business or any other business necessarily or usually carried on in connection therewith.
- (9) To enter into or purchase the benefit of any contracts for the manufacture by some other person or company of any of the things which this Company has power to manufacture and deal in, and also to purchase the benefit of any contract to supply any person or company with any such things, and to make arrangements with any person or company for the concession of any special rights, privileges and advantages.
- (10) To purchase or otherwise acquire and undertake all or any part of the business, property, rights and liabilities of any person or company, and to pay for any business, property or rights acquired by the Company wholly or partially in shares, debentures or other securities or obligations of the Company or belonging to the Company, and whether fully or partly paid, and as part of the terms of any such purchase or otherwise to grant options upon any unissued shares of the Company.
- (11) To apply for, purchase, acquire, hold, work, deal with and dispose of any patents, patent rights, trade marks or designs, brevets d'invention, processes or inventions, and to let or hire the same or any rights in respect

thereof upon royalty, licence or otherwise and generally to turn the same to account, and to procure the Company or any person or persons on its behalf to be registered either in the United Kingdom or any other part of the world as the owner, inventor or proprietor of the same.

- (12) To make advances and lend money without security or upon the security of real or personal property of every description or upon personal security.
- (13) To raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the creation of mortgages, charges, debentures, or debenture stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the undertaking and property of the Company, both present and future, including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (14) To guarantee or become liable for contracts or obligations of any kind of any person or company or of any municipal or other authority or public body, and in particular to guarantee the payment of money, whether in respect of principal, interest or dividends, upon any bonds, debentures, debenture stocks, mortgages, charges, obligations and securities or stocks or shares of any government, municipal, local or other authority, public or private body or company, whether incorporated or not incorporated.
- (15) To receive money, valuables and goods and materials of all kinds on deposit or for safe custody.
- (16) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person, company or authority.
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- (21) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and to make and execute any deed, indenture, appointment or other legal act or document which may be necessary, expedient or desirable for the purposes of the Company.
- (22) To procure the Company to be registered or recognised in any country or place, and to obtain any Provisional Order or Act of Parliament, or any enactment, decree or other legislative, judicial or executive Act of any empire, kingdom, state, republic, colony, municipality or other authority for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.
- (23) To grant pensions, allowances, gratuities and bonuses to persons in the employment of the Company, or its predecessors in business, or who shall previously have been in such employment, or who shall hold or have held managerial or other salaried positions with the Company, or its said predecessors in business, notwithstanding that such persons may have been at the time or may afterwards become Directors of the Company, or the dependants of such persons, and to establish, endow, partially or wholly, and contribute to any scheme or fund directed to such purpose or purposes or any sickness, provident, accident or other similar fund or scheme, and to establish and support or aid in the establishment and support of any schools or any educational, scientific, literary,

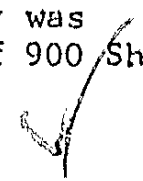
religious or charitable institutions or trade societies whether solely connected with any of the businesses carried on by the Company or any of its predecessors in business or not, or any clubs or other establishments calculated to advance the interests of the Company or of the persons employed by the Company or any of its predecessors in business, and to establish and assist in any profit-sharing scheme for the Company's employees.

- (24) To aid or assist financially or otherwise, and by gift, or in any other form, any persons, companies, associations, movements or objects whatsoever where such aid or assistance is deemed to be of advantage, directly or indirectly, to the Company, or its business.
- (25) To pay all or any part of the expenses of and incidental to the promotion, formation and establishment of the Company, and any company formed or promoted by the Company or in which the Company is interested, and to remunerate any parties for services rendered or to be rendered in connection with the promotion, formation or establishment of the Company or such other company or in placing or assisting to place or guaranteeing the placing of any shares in, or any debentures, debenture stock or other securities of the Company or of such other company, or in or about the conduct of the Company's business.
- (26) To carry on any other business which seems 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 profitable any of the Company's property or rights or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Insurance Act, 1923, or the Road Traffic Act, 1930, or to re-insure any risks under any class of assurance business to which those Acts apply.

- (27) To do all or any of the above things in the United Kingdom or in any other part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to permit any property or rights belonging to the Company to be held by or to be vested and remain vested in any person or company whatsoever as trustees for the Company.
- (28) To distribute any of the assets of the Company among the Members in specie, but so that no distribution involving a reduction of capital shall be made without the sanctions required by law.
- (29) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this clause when not applied to the Company shall be deemed to include any incorporated body and any partnership or other body of persons, whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited by reference to any other paragraph or by 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 One-Pound each, and the Company has power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

- * By an Ordinary Resolution passed on 31st October, 1961, the share capital of the Company was increased to £1,000 by the creation of 900 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
H. G. G. COX, Garrard House, 31/45 Gresham Street, London, E.C.2. Solicitor's Managing Clerk.	One
P. C. PEDDIE, Garrard House, 31/45 Gresham Street, London, E.C.2. Solicitor.	One

DATED the 31st day of March, 1960.

WITNESS to the above Signatures:-

V. E. A. SMITH,
Garrard House,
31/45 Gresham Street,
London, E.C.2.

Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

EKMAN (HOLDINGS) LIMITED

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the following Regulations and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), except in so far as they are hereinafter omitted or varied, shall apply to and be the Articles of Association of the Company.

2. The following provisions of Part I of Table A shall as applied to the Company be omitted or varied in the manner and to the extent set opposite to the same respectively:-

Number of Regulation in Part I of Table A	Omission or Variation.	Extent of Omission or Variation.
2	Substitute	the word "directors" for the word "company" in the second place in which it appears and omit the words "by ordinary resolution"
11	Omit	the words "(not being a fully paid share)" and the words "(other than fully paid shares)"
15	Omit	the proviso
24	Omit	the whole clause

53	Substitute	the word "two" for the word "three"
79	Omit	the proviso
84 (2)	Substitute	Article No.3
89	Omit	the words "all the directors shall retire from office"

POWERS AND DUTIES OF DIRECTORS

3. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by him from any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Subject to such disclosure as is mentioned in Regulation 84 (1) of Part I of Table A, a Director may as a Director (as well as a Member), vote in respect of any contract or arrangement in which he is so interested as aforesaid, and he shall be reckoned for the purpose of constituting a quorum of Directors or Members.

ALTERNATE DIRECTORS

4. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is not present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. An alternate shall not be entitled to any remuneration.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. G. G. COX,
Garrard House,
31/45 Gresham Street,
London, E. C. 2.

Solicitor's Managing Clerk.

P. C. PEDDIE,
Garrard House,
31/45 Gresham Street,
London, E. C. 2.

Solicitor.

DATED this 31st day of March, 1960.

WITNESS to the above Signatures:-

V. E. A. SMITH,
Garrard House,
31/45 Gresham Street,
London, E. C. 2.

Solicitor.

654674/36
EKMAN (HOLDINGS) LIMITED

EKMAN

THE COMPANIES ACT 1948

NOTICE OF RESOLUTIONS

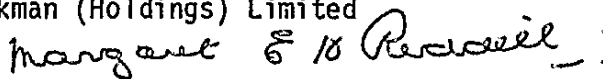
At an Extraordinary General Meeting of the Company held at
17 Addiscombe Road, Croydon CR9 6HR on Wednesday 5th March
1975 IT WAS RESOLVED, by way of Ordinary Resolutions:-

- " 1. That the authorised share capital of the Company be increased forthwith from £1,000 to £300,000 by creation of 299,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing shares of the Company.
2. That the sum of £99,000 standing to the credit of the Revenue Reserve Account be capitalised and applied in paying up in full at par 99,000 unissued Ordinary Shares of £1 each of the Company which shares are to be allotted and distributed, credited as fully paid up, to the shareholders in proportion to their existing shareholdings."


.....
Chairman

We certify that this is a true
copy.

Ekman (Holdings) Limited



Miss Margaret E.H. Riddell
Company Secretary



REGISTERED OFFICE
17 ADDISCOMBE ROAD
CROYDON CR9 6HR

TELEPHONE:
01-886:7481

TELEX:
286617

CABLES:
EKMANCO
CROYDON

REGISTERED NO.
654674
ENGLAND

DIRECTORS: R. G. WHITE (MANAGING) - G. LINDBLAD (SWEDISH) - D. H. PARKER

No. of Company654674/37.....

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of CompanyEKMAN (HOLDINGS)..... Limited*

hereby gives you notice that by ordinary/~~extraordinary~~/special** resolution of the company dated the
.....5th MARCH.....1975, the nominal capital of the company has been increased by the
addition thereto of a sum of £ ..299,000..... beyond the registered capital of £ 1,000.....
The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
299,000	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:-
(If any of the shares are preference shares state whether they are redeemable or not)

that the new shares are to rank pari passu in all respects with the existing shares of the Company

SignedMargaret E. R. Russell.....

State whether
Director or SecretarySecretary.....

Date5th March.....1975.....

* Delete "Limited" if not applicable

** Delete as necessary



(see notes overleaf)

Presented by: Norton, Rose, Botterell & Roche,
Kempson House,
Camomile Street, London, EC3A 7AN.



Presenter's reference: 44

Form No. 10



Certificate of Incorporation

I hereby certify that EKMAN (HOLDINGS)
LIMITED is this day Incorporated under the
Companies Act, 1948, and that the Company is
LIMITED.

GIVEN under my hand at London this Thirtieth
day of March One thousand nine hundred and sixty.

A. J. C. MANN,
Assistant Registrar of Companies.

*Still Private
no change*

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

EKMAN (HOLDINGS) LIMITED

1. The name of the Company is "EKMAN (HOLDINGS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (1) To purchase or otherwise acquire, hold and deal in any shares, debentures, stocks, bonds, scrip, or other securities issued by any company, body corporate or association or any supreme, municipal, local, or other authority, whether in Great Britain or any overseas country or place.
 - (2) To subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, stocks, bonds, scrip, or other securities.
 - (3) To underwrite any such shares or other securities as aforesaid; to lend money with or without security and on such terms as may be thought fit; and to borrow money (whether for reinvestment or not) without security, or giving such security of any kind as may be agreed, including debentures and debenture stock, whether redeemable or perpetual.
 - (4) To establish and carry on in the United Kingdom and elsewhere, as may be thought fit, an agency or agencies for the import, export, purchase and sale of merchandise, goods, machinery, apparatus, material and produce of any kind, whether manufactured or not.

- (5) To act as agents and brokers for importers, exporters, buyers, sellers, manufacturers, merchants, printers, publishers, tradesmen, or others, and generally to undertake and carry out agency work of any kind.
- (6) To carry on business as shippers and carriers, forwarding agents, warehousemen, general contractors, depository proprietors, cold storage proprietors, wharfingers, builders, shipowners, provision merchants, general merchants and storekeepers.
- (7) To buy, sell, manufacture, repair, alter and exchange, let on hire, import, export and deal in all kinds of articles, goods and materials of any kind or description whether the same be required for the purposes of any of the above mentioned or any other businesses or be commonly supplied or dealt in by persons engaged therein or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (8) To carry on in connection with the purposes aforesaid any financial business or any other business necessarily or usually carried on in connection therewith.
- (9) To enter into or purchase the benefit of any contracts for the manufacture by some other person or company of any of the things which this Company has power to manufacture and deal in, and also to purchase the benefit of any contract to supply any person or company with any such things, and to make arrangements with any person or company for the concession of any special rights, privileges and advantages.
- (10) To purchase or otherwise acquire and undertake all or any part of the business, property, rights and liabilities of any person or company, and to pay for any business, property or rights acquired by the Company wholly or partially in shares, debentures or other securities or obligations of the Company or belonging to the Company, and whether fully or partly paid, and as part of the terms of any such purchase or otherwise to grant options upon any unissued shares of the Company.
- (11) To apply for, purchase, acquire, hold, work, deal with and dispose of any patents, patent rights, trade marks or designs, brevets d'invention, processes or inventions, and to let or hire the same or any rights in respect

thereof upon royalty, licence or otherwise and generally to turn the same to account, and to procure the Company or any person or persons on its behalf to be registered either in the United Kingdom or any other part of the world as the owner, inventor or proprietor of the same.

- (12) To make advances and lend money without security or upon the security of real or personal property of every description or upon personal security.
- (13) To raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the creation of mortgages, charges, debentures, or debenture stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the undertaking and property of the Company, both present and future, including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (14) To guarantee or become liable for contracts or obligations of any kind of any person or company or of any municipal or other authority or public body, and in particular to guarantee the payment of money, whether in respect of principal, interest or dividends, upon any bonds, debentures, debenture stocks, mortgages, charges, obligations and securities or stocks or shares of any government, municipal, local or other authority, public or private body or company, whether incorporated or not incorporated.
- (15) To receive money, valuables and goods and materials of all kinds on deposit or for safe custody.
- (16) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person, company or authority.
- (17) To negotiate loans and to act as agents for the loan, payment, transmission and collection of money and for the management of property.
- (18) To amalgamate with any other company or companies having objects altogether or in part similar to those of this Company.

- (19) To undertake and execute trusts of all kinds, whether private or public, and to transact all kinds of trust and agency business, either gratuitously or otherwise, and in particular without limiting the generality of the above to act as treasurers, registrars and secretaries.
- (20) To sell, lease or otherwise dispose of the undertaking of the Company, or any part thereof, or all or any part of the property of the Company, for such consideration as the Company may think fit, with power to accept in payment or part payment for the same any shares (fully or partly paid), stocks, debentures, debenture stocks or other securities or obligations.
- (21) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and to make and execute any deed, indenture, appointment or other legal act or document which may be necessary, expedient or desirable for the purposes of the Company.
- (22) To procure the Company to be registered or recognised in any country or place, and to obtain any Provisional Order or Act of Parliament, or any enactment, decree or other legislative, judicial or executive Act of any empire, kingdom, state, republic, colony, municipality or other authority for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.
- (23) To grant pensions, allowances, gratuities and bonuses to persons in the employment of the Company, or its predecessors in business, or who shall previously have been in such employment, or who shall hold or have held managerial or other salaried positions with the Company, or its said predecessors in business, notwithstanding that such persons may have been at the time or may afterwards become Directors of the Company, or the dependants of such persons, and to establish, endow, partially or wholly, and contribute to any scheme or fund directed to such purpose or purposes or any sickness, provident, accident or other similar fund or scheme, and to establish and support or aid in the establishment and support of any schools or any educational, scientific, literary,

religious or charitable institutions or trade societies whether solely connected with any of the businesses carried on by the Company or any of its predecessors in business or not, or any clubs or other establishments calculated to advance the interests of the Company or of the persons employed by the Company or any of its predecessors in business, and to establish and assist in any profit-sharing scheme for the Company's employees.

- (24) To aid or assist financially or otherwise, and by gift, or in any other form, any persons, companies, associations, movements or objects whatsoever where such aid or assistance is deemed to be of advantage, directly or indirectly, to the Company, or its business.
- (25) To pay all or any part of the expenses of and incidental to the promotion, formation and establishment of the Company, and any company formed or promoted by the Company or in which the Company is interested, and to remunerate any parties for services rendered or to be rendered in connection with the promotion, formation or establishment of the Company or such other company or in placing or assisting to place or guaranteeing the placing of any shares in, or any debentures, debenture stock or other securities of the Company or of such other company, or in or about the conduct of the Company's business.
- (26) To carry on any other business which seems 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 profitable any of the Company's property or rights or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Insurance Act, 1923, or the Road Traffic Act, 1930, or to re-insure any risks under any class of assurance business to which those Acts apply.

- (27) To do all or any of the above things in the United Kingdom or in any other part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to permit any property or rights belonging to the Company to be held by or to be vested and remain vested in any person or company whatsoever as trustees for the Company.
- (28) To distribute any of the assets of the Company among the Members in specie, but so that no distribution involving a reduction of capital shall be made without the sanctions required by law.
- (29) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this clause when not applied to the Company shall be deemed to include any incorporated body and any partnership or other body of persons, whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited by reference to any other paragraph or by 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 One Pound each, and the Company has power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.
- * By an Ordinary Resolution passed on 31st October, 1961, the Share capital of the Company was increased to £1,000 by the creation of 900 Shares of One Pound each.
- + By an Ordinary Resolution passed on 5th March, 1975, the Share capital of the Company was increased to £300,000 by the creation of 299,000 Shares of One Pound 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
H. G. G. COX, Garrard House, 31/45 Gresham Street, London, E. C. 2. Solicitor's Managing Clerk.	One
P. C. PEDDIE, Garrard House, 31/45 Gresham Street, London, E. C. 2. Solicitor.	One

DATED the 31st day of March, 1960.

WITNESS to the above Signatures:-

V. E. A. SMITH,
Garrard House,
31/45 Gresham Street,
London, E. C. 2.

Solicitor.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

EKMAN (HOLDINGS) LIMITED

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the following Regulations and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), except in so far as they are hereinafter omitted or varied, shall apply to and be the Articles of Association of the Company.

2. The following provisions of Part I of Table A shall as applied to the Company be omitted or varied in the manner and to the extent set opposite to the same respectively:-

Number of Regulation in Part I of Table A	Omission or Variation.	Extent of Omission or Variation.
2	Substitute	the word "directors" for the word "company" in the second place in which it appears and omit the words "by ordinary resolution"
11	Omit	the words "(not being a fully paid share)" and the words "(other than fully paid shares)"
15	Omit	the proviso
24	Omit	the whole clause

53	Substitute	the word "two" for the word "three"
79	Omit	the proviso
84 (2)	Substitute	Article No. 3
89	Omit	the words "all the directors shall retire from office"

POWERS AND DUTIES OF DIRECTORS

3. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by him from any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Subject to such disclosure as is mentioned in Regulation 84 (1) of Part I of Table A, a Director may as a Director (as well as a Member), vote in respect of any contract or arrangement in which he is so interested as aforesaid, and he shall be reckoned for the purpose of constituting a quorum of Directors or Members.

ALTERNATE DIRECTORS

4. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is not present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. An alternate shall not be entitled to any remuneration.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

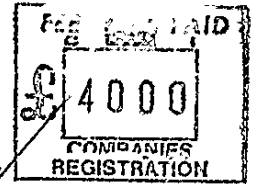
H. G. G. COX,
Garrard House,
31/45 Gresham Street,
London, E.C. 2.
Solicitor's Managing Clerk.

P. C. PEDDIE,
Garrard House,
31/45 Gresham Street,
London, E.C. 2.
Solicitor.

DATED this 31st day of March, 1960.

WITNESS to the above Signatures:-

V. E. A. SMITH,
Garrard House,
31/45 Gresham Street,
London, E.C. 2.
Solicitor.



£40

SPECIAL
RESOLUTION

Ekman (Holdings) Limited ⁶⁹
(No. 654674)

Resolution of the members pursuant to Regulation 5 of
Part 2 of Table A and the Articles of Association of
the Company.

Resolved that subject to the approval of the Secretary
of State the name of the company be changed to Acorn
Corporation Limited.

Signed:

Anna Vidar P. Jorgensen
.....
Ekman International AS

R. White
.....
Ronald Grahame White

Dated: 28th June, 1983.



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

654674

70

I hereby certify that

EKMAN (HOLDINGS) LIMITED

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

ACORN CORPORATION LIMITED

Given under my hand at the Companies Registration

Office, Cardiff the

21ST JULY 1983

A handwritten signature in dark ink, appearing to read 'W. J. Hudson'.

MRS. W. J. HUDSON

an authorised officer