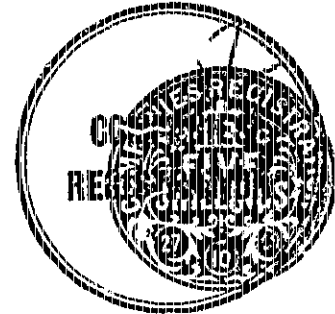


# THE COMPANIES ACT, 1948



A St.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

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

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

BERNERS HIRE SERVICE

LIMITED

Prepared by

Stanley Attenborough & Co.,  
30 Clarges Street,  
London, W.1.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 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

3, COLIN HUGH SCOTT THOMPSON

of 30 Clarges Street, London, W.1.

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

Do solemnly and sincerely declare that I am (\*) a Solicitor  
of the Supreme Court engaged in the formation  
of Berners Hire Service

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 17 Clarges Street  
W.1. in the County of London

the 27<sup>th</sup> day of October  
one thousand nine hundred and sixty  
one

Colin H. S. Thompson

Before me,

*E. P. Pickering*

E. P. PICKERING

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

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

Number of  
Company

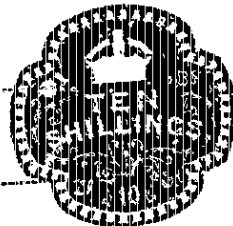
727749 1/2

Form No. 25

# STATEMENT OF THE NOMINAL CAPITAL

OF

BERNERS HIRE SERVICE



LIMITED

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

THE NOMINAL CAPITAL of the above named Company is £100: 0: 0

Signature

*Stanley Attenborough*

Description

*Solicitors*

Dated the 26th day of October 1961

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Stanley Attenborough & Co.,

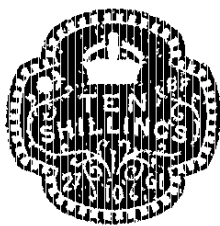
30 Clarges Street,

London, W.1.

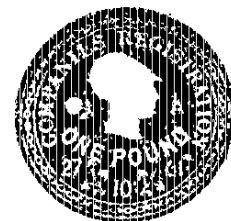
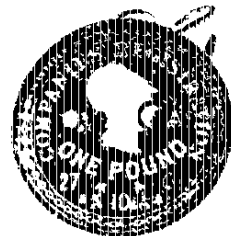
*[Signature]*

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, C.2.  
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies 6



787749/3



## THE COMPANIES ACT, 1948

### COMPANY LIMITED BY SHARES

## Memorandum of Association

— OF —

BERNERS HIRE SERVICE LIMITED ✓

1. The name of the Company is "BERNERS HIRE SERVICE 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 generally the business of making, building or manufacturing, purchasing, hiring or otherwise acquiring, selling and dealing in motors, motor cars, motor carriages, motor road vehicles or auto-cars, locomotives and engines, propelled by steam, electricity, oil or any other motive power, or parts thereof and accessories therefor, rolling stock, railway carriages and wagons and other carriages, carriage bodies, cars, wagons, carts, trucks, vehicles and other conveyances of all kinds, whether for road, railway, train, tramways, field or other traffic or purposes, bicycles, motor cycles, and also ships or boats or airships or aeroplanes, and also rail and railway and tramway plant, and all transmission gears, machinery, materials and things applicable

or used as accessory thereto, and of selling, letting or supplying at annual or other rents all or any of the things herein before specified, to any person or persons, company or companies or corporation whatsoever, and of repairing and maintaining the same respectively, whether belonging to the Company or not, and of exchanging or otherwise dealing in the same respectively.

- (B) To carry on in the United Kingdom or elsewhere, the business of motor garage proprietors, general engineers, ironfounders, manufacturers of machinery, tool makers, metal founders, metal workers, millwrights, machinists, iron and steel converters, smiths, woodworkers, metallurgists and electrical engineers.
- (C) To acquire and undertake, upon such terms as the Company shall deem expedient, the whole or any part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose businesses, or any part of whose business, may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (D) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (E) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (F) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection

with the Company's business.

- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (J) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (L) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to

incorporate and administer any fund or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

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

- (R) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (S) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (T) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (U) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (V) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or



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

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

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

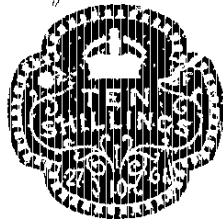
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>ROY GALWAY          Roy GALWAY Esq.          No 6, CHESTERFIELD ST          LONDON. W. 1.          COMPANY DIRECTOR</p>	<p>ONE</p>
<p>COLIN HUGH SCOTT THOMPSON          COLIN HUGH SCOTT THOMPSON          112, HAYES LANE          BECKENHAM KENT          SOLICITOR</p>	<p>ONE</p>

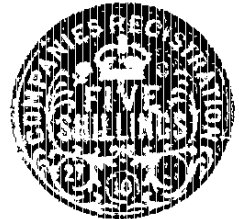
D A T E D this 25<sup>th</sup> day of October, 1961.

WITNESS to the above Signatures --

W. E. Barnes.  
 30 "Targes" Street  
 London. W. 1.  
 Secretary.



727718/P



## THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

### Articles of Association

- OF -

BERNERS HIRE SERVICE LIMITED ✓

#### PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A Part II") shall apply to the Company.

2. Clauses 3, 5, 24, 32, 53, 59, 71, 75, 77, 79, 88, 96, 97 and 136 of Table A Part I shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table of Table A Part I and clauses 2 - 6 inclusive of Table A Part II subject to the modifications hereinafter expressed, shall constitute the regulations of the Company. ✓

#### SHARES.

3. The shares shall be at the disposal of the Directors, and they may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by Section 57 of the Companies Act 1948.

4. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 53 of the Companies Act 1948 shall be duly delivered to the Registrar of Companies for registration, and Section 52 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by the same Act.

5. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### LIEN.

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

#### TRANSFER OF SHARES.

7. No transfer of any share in the capital of the Company to any person not already a member 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, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 2 of Table A Part II. 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.

The Directors may decline to register any transfer of any shares on which the Company has a lien. 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, as required by Section 78 of the Companies Act 1948.

#### PROCEEDINGS AT GENERAL MEETINGS.

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

9. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the Chair, they shall choose some member present to be Chairman of the Meeting.

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 personally present and 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for a corporation, but a proxy for or representative of a

corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

12. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:---

**BERNERS HIRE SERVICE LIMITED**

I, \_\_\_\_\_,  
"of \_\_\_\_\_,  
"in the County of \_\_\_\_\_,  
"being a member of BERNERS HIRE SERVICE  
"LIMITED, hereby appoint \_\_\_\_\_,  
"of \_\_\_\_\_,  
"or failing him, \_\_\_\_\_,  
"of \_\_\_\_\_,  
"as my proxy to vote for me and on my behalf  
"at the /Ordinary or Extraordinary or ad-  
"journd, as the case may be/ General Meet-  
"ing of the Company to be held on the  
"day of \_\_\_\_\_ and at any adjournment  
"thereof.

"Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_."

**DIRECTORS.**

13. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five.

14. The remuneration of the Directors, including the Chairman, shall be at the rate of £50 per annum each. The Company in General Meeting may from time to time direct such further sums as may be thought fit to be paid as and by way of further remuneration to the Directors, and unless otherwise directed any such further remuneration shall be divided amongst them as they may agree, or failing agreement equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

15. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £1, and it shall be his duty to comply with the provisions of Section 182 of the Companies Act 1948. A Director may act before acquiring his qualification.

**POWERS AND DUTIES OF DIRECTORS.**

16. (1) The Directors from time to time, and at any time, may provide through Local Boards,

Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 35 and 119 of the Companies Act 1948 and those powers shall accordingly be exercisable by the Directors.

- (2) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

#### DISQUALIFICATION OF DIRECTORS.

17. The office of a Director shall be vacated -

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1948, Section 182.
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1948.
- (6) If he is found lunatic or becomes of unsound mind.

18. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the

Board.

19. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 199 of the Companies Act 1948.

#### PROCEEDINGS OF DIRECTORS.

20. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

21. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### WINDING UP.

22. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 287 of the Companies Act 1948.

#### INDEMNITY.

23. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

<sup>2207</sup> Roy GAWWAY, 6, CHESTERFIELD ST.  
(6 CHESTERFIELD) ST

X Managing Director: London W1  
Prodan

COLIN HUGH SCOTT THOMPSON  
112 HAYES LANE  
BELGONHAM  
KENT

Politician

Colin H. B. Thompson

D A T E D this 25<sup>th</sup> day of October, 1961.

WITNESS to the above Signatures --

N. E. Baines;  
30 Clarges Street.  
London W. 1.  
Secretary.

C. 173

DUPLICATE FOR THE FILE

No. 707749



## Certificate of Incorporation

I Hereby Certify, that

**BERNERS HIRE SERVICE 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

**November** One Thousand Nine Hundred and Sixty **one.**

*A. J. M. M. M.*  
Assistant Registrar of Companies.

Certificate  
received by

*J. R. R. R. R.*

*9-11* Date *61*

107749/13

REGISTERED  
BERNARD HILL SERVICE LTD.

FEE PAID  
£ 00.25  
COMPANIES  
REGISTRATION

Extraordinary General Meeting of the Members held  
at Astley Fouse, 33 Notting Hill Gate, London W.1  
the 2nd August 1965.

Present R. Porrer. (Chairman)  
H.A. Henderson.

In Attendance A.E. Wyatt.  
R.P. Scott.  
C.T. Sullivan. (Secretary)

REGISTERED

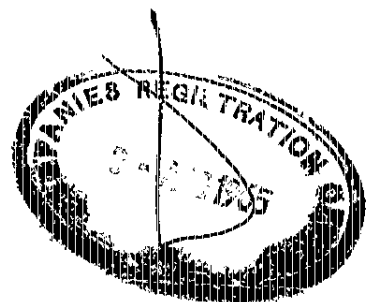
3 AUG 1965

IT WAS RESOLVED that the following  
Special Resolution be passed.

"That the name of the Company be changed to:-

DIAL CONTRACTS LIMITED.,

Read and approved.



*R. Porrer*  
..... (Chairman)

No. 707749



Reference: C.R. 98/3075/64

BOARD OF TRADE

COMPANIES ACT, 1948

BERNERS HIRE SERVICE LIMITED

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

DIAL CONTRACTS LIMITED

REGISTERED

6 AUG 1965

Signed on behalf of the Board of Trade

this SIXTH DAY OF AUGUST

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

*L. S. Whitfield*

C.60

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

DUPLICATE FOR THE FILE

No. 707749



# Certificate of Incorporation on Change of Name

Whereas

**BERNERS HIRE SERVICE LIMITED**

was incorporated as a limited company under the

**COMPANIES ACT, 1948,**

on the **NINTH DAY OF NOVEMBER, 1961**

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

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

**DIAL CONTRACTS LIMITED**

Given under my hand at London, this **SIXTH DAY OF AUGUST**

**ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.**

Certificate received by

*Mos*

*L. W. Whitehead*

Assistant Registrar of Companies.

Date

*0/8/65*

32 ✓

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DIAL CONTRACTS LIMITED ✓

passed 13th December 1972

At the ANNUAL GENERAL MEETING of the above Company duly convened and held on Wednesday the 13th day of December 1972 the following resolution was passed.

as a SPECIAL RESOLUTION

That the Articles of Association of the Company be amended.

- (a) By deleting Article 14.
- (b) By deleting Article 15 and by deleting the figure 77 in Article 2.

Dated this 13th day of December 1972.

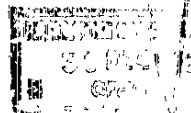
P.R. Pollard

Chairman of the Meeting

Certified to be a true copy

Secretary

7/17 Ansdell Street,  
Kensington Square,  
London, W8 5BN.



No. 707749.

44

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Memorandum  
and  
Articles of Association  
- OF -

DIAL CONTRACTS LIMITED

*Attasr*

Incorporated the 9th day of November, 1961.

The alterations in this Memorandum and Articles of Association have been validated by Mr. Herbert Arthur Henderson, a Director of the Company, whose signature and initials appear below.

Initials... *HA* .....

Date... *3rd August 1978* .....

Signature... *H.A. Henderson* .....

Director

SOLICITORS:

STANLEY ATTENBOROUGH & CO.,

30 CLARGES STREET,

PICCADILLY,

LONDON, W.1.



707749/13

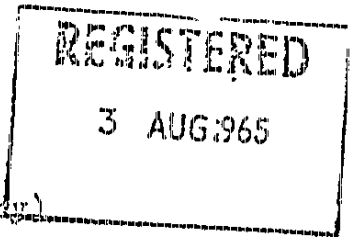
MEMBERS' SERVICE

REC	PAID
00-25	
REGISTRATION	

Extraordinary General Meeting of the Members held at Astley House, 33 Notting Hill Gate the 2nd August 1965.

Present R. Porrer. (Chairman)  
H.A. Henderson.

In Attendance A.E. Wyatt.  
R.P. Scott.  
C.T. Sullivan. (Secretary)

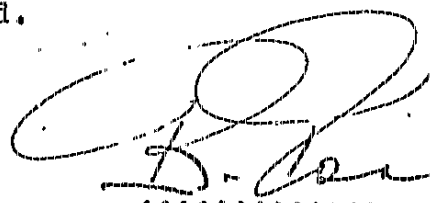


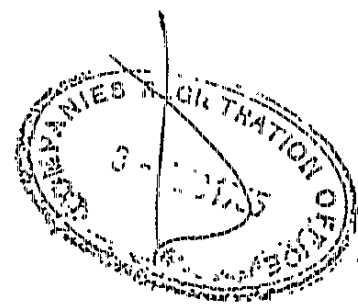
IT WAS RESOLVED that the following Special Resolution be passed.

"That the name of the Company be changed to:-

DIAL CONTRACTS LIMITED.,

Read and approved.

  
..... (Chairman)



60



No. 707749

THE COMPANIES ACTS 1948 to 1957

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DIAL CONTRACTS LIMITED

passed 13th December 1972

At the ANNUAL GENERAL MEETING of the above Company  
duly convened and held on Wednesday the 13th day  
of December 1972 the following resolution was passed

as a SPECIAL RESOLUTION

That the Articles of Association of the Company be  
amended.

- (a) By deleting Article 14.
- (b) By deleting Article 15 and by deleting the  
figure 77 in Article 2.

Dated this 13th day of December 1972.

P.R. Pollard

Chairman of the Meeting

Certified to be a true copy

Secretary

7/17 Ansde11 Street,  
Kensington Square,  
London, W8 5BN.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

— OF —

DIAL CONTRACTS LIMITED *Street*

1. The name of the Company is "BERNERS HIRE SERVICE LIMITED." \* *Street*.

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 generally the business of making, building or manufacturing, purchasing, hiring or otherwise acquiring, selling and dealing in motors, motor cars, motor carriages, motor road vehicles or auto-cars, locomotives and engines, propelled by steam, electricity, oil or any other motive power, or parts thereof and accessories therefor, rolling stock, railway carriages and wagons and other carriages, carriage bodies, cars, wagons, carts, trucks, vehicles and other conveyances of all kinds, whether for road, railway, train, tramways, field or other traffic or purposes, bicycles, motor cycles, and also ships or boats or airships or aeroplanes, and also rail and railway and tramway plant, and all transmission gears, machinery, materials and things applicable

*Street* \* The name of the Company was changed to "Dial Contracts Limited" by a Special Resolution passed on 2nd August, 1965

or used as accessory thereto, and of selling, letting or supplying at annual or other rents all or any of the things herein before specified, to any person or persons, company or companies or corporation whatsoever, and of repairing and maintaining the same respectively, whether belonging to the Company or not, and of exchanging or otherwise dealing in the same respectively.

- (B) To carry on in the United Kingdom or elsewhere, the business of motor garage proprietors, general engineers, ironfounders, manufacturers of machinery, tool makers, metal founders, metal workers, millwrights, machinists, iron and steel converters, smiths, woodworkers, metallurgists and electrical engineers.
- (C) To acquire and undertake, upon such terms as the Company shall deem expedient, the whole or any part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose businesses, or any part of whose business, may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (D) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (E) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (F) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection

with the Company's business.

- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (J) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (L) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to

institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

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

- (R) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (S) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (T) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (U) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (V) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or

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

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

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively, any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
ROY GALWAY, Esq., No.6, Chesterfield Street, London, W.1. Company Director. R.M. Galway.	One
COLIN HUGH SCOTT THOMPSON, 112 Hayes Lane, Beckenham, Kent. Solicitor. Colin H.S. Thompson	One

D A T E D this 25th day of October, 1961.

WITNESS to the above Signatures ---

N. C. BARNES,  
30 Clarges Street,  
London, W.1.

Secretary.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

- OF -

7. DIAL CONTRACTS LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A Part II") shall apply to the Company.

2. Clauses 3, 5, 24, 32, 53, 59, 71, 75, 79, 88, 96, 97 and 136 of Table A Part I shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A Part I and clauses 2 - 6 inclusive of Table A Part II subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, and they may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by Section 57 of the Companies Act 1948.

4. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 53 of the Companies Act 1948 shall be duly delivered to the Registrar of Companies for registration, and Section 52 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by the same Act.

5. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### LIEN.

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

#### TRANSFER OF SHARES.

7. No transfer of any share in the capital of the Company to any person not already a member 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, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 2 of Table A Part II. 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.

The Directors may decline to register any transfer of any shares on which the Company has a lien. 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, as required by Section 78 of the Companies Act 1948.

#### PROCEEDINGS AT GENERAL MEETINGS.

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

9. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the Chair, they shall choose some member present to be Chairman of the Meeting.

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 personally present and 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for a corporation, but a proxy for or representative of a

corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

12. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:—

**BERNERS HIRE SERVICE LIMITED**

I, "of  
"in the County of  
"being a member of BERNERS HIRE SERVICE  
"LIMITED, hereby appoint  
"of  
"or failing him,  
"of  
"as my proxy to vote for me and on my behalf  
"at the /Ordinary or Extraordinary or ad-  
"journed, as the case may be/ General Meet-  
"ing of the Company to be held on the  
"day of and at any adjournment  
"thereof.

"Signed this day of , 19 ."

DIRECTORS.

13. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five.

14. The remuneration of the Directors, including the Chairman, shall be at the rate of £50 per annum each. The Company in General Meeting may from time to time direct such further sums as may be thought fit to be paid as and by way of further remuneration to the Directors, and unless otherwise directed any such further remuneration shall be divided amongst them as they may agree; or failing agreement equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

15. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £1, and it shall be his duty to comply with the provisions of Section 182 of the Companies Act 1948. A Director may act before acquiring his qualification.

POWERS AND DUTIES OF DIRECTORS.

16. (1) The Directors from time to time, and at any time, may provide through Local Boards,

Articles 14 and 15 were deleted by a Special Resolution passed on 13th December, 1972.

Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 35 and 119 of the Companies Act 1948 and those powers shall accordingly be exercisable by the Directors.

- (2) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

#### DISQUALIFICATION OF DIRECTORS.

17. The office of a Director shall be vacated -

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1948, Section 182.
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1948.
- (6) If he is found lunatic or becomes of unsound mind.

18. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the

Board.

19. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 199 of the Companies Act 1948.

#### PROCEEDINGS OF DIRECTORS.

20. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

21. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### WINDING UP.

22. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 287 of the Companies Act 1948.

#### INDEMNITY.

23. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROY GALWAY,  
No.6, Chesterfield Street,  
London, W.1.  
Managing Director R. M. Galway.

COLIN HUGH SCOTT THOMPSON,  
112 Hayes Lane,  
Beckenham, Kent.  
Solicitor. Colin H. S. Thompson.

D A T E D this 25th day of October, 1961.

WITNESS to the above Signatures ---

N. C. BARNES,  
30 Clarges Street,  
London, W.1.  
Secretary.

51

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DIAL CONTRACTS LIMITED

passed 4th February 1980

At the ANNUAL GENERAL MEETING of the above Company duly convened and held on Monday the 4th day of February 1980 the following resolution was passed

as a SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by deleting the words "not more than five" from Article 13.

Dated this 4th day of February 1980

*P. Henry*  
Chairman of the meeting

Certified to be a true copy

*M. S. S. S.*  
Secretary

7/17 Ansde11 Street  
Kensington Square  
London  
W8 5EN



DAMAGED DOCUMENT



55

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

RESOLUTION

OF

DIAL CONTRACTS LIMITED

Passed

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at 7/17 Ansdehl Street, London W8 5BN on 31st October 1980 the following Resolution was duly passed

as an ORDINARY RESOLUTION

THAT

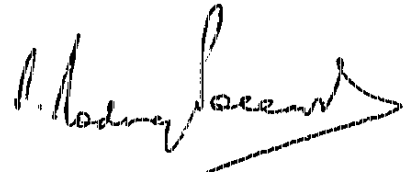
- a) the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 each.
- b) upon the recommendation of the Directors the sum of £99,900 being part of the amount standing to the credit of Reserves be capitalised and that the Directors be authorised and directed to appropriate the said sum to the holders of Ordinary Shares in the capital of the Company on condition that the same be not paid in cash but be applied in paying up in full at par the 99,900 unissued Ordinary Shares of £1 each in the capital of the Company, such shares to be allotted and distributed credited as fully paid up to such Shareholders in the proportion of 999 Ordinary Shares of £1 each for each Ordinary Share of £1 held by them immediately prior



12 JAN 1981

to the passing of this Resolution and so that the said newly allotted Ordinary Shares shall rank for all purposes pari passu with the existing issued Ordinary Shares in the capital of the Company.

Passed this 31st day of October 1980



P. Rodney Pollard  
Chairman

Registered Office:  
7/17 Ansdehl Street  
Kensington Square  
London  
W8 5BN

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

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

To the Registrar of Companies

For official use Company number

56

707749

Name of Company

Dial Contracts

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 31st October 1980

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 99,900 beyond the registered capital of £ 100A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
99,900	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:Unrestricted rights subject to Memorandum and  
Articles of Association and ranking pari passu  
with existing Ordinary Shares.Please tick here if  
continued overleaf

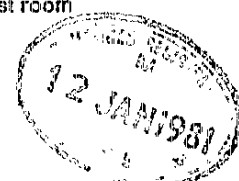
Signed

M. G. Williams

[Director] [Secretary] Date 5th January 1981

Presenter's name, address and  
reference (if any):M. G. Williams  
7/17 Ansdell Street  
Kensington Square  
London  
W8 5BNFor official use  
General section

Post room

delete as  
appropriatedelete if  
inappropriatedelete as  
appropriate

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

Company Number 707749

The Companies Act 1985

Company Limited by Shares

Resolution

of

DIAL CONTRACTS LIMITED

Passed 21st December 1990

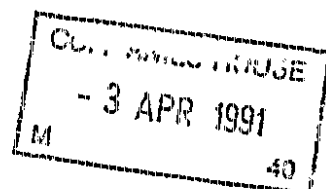
At an Extraordinary General Meeting of the above Company duly convened and held on Friday 21st December 1990 the following RESOLUTIONS were passed as Ordinary Resolutions:

1. THAT the Company's participation in the proposed reorganisation of Mercantile Services Limited and its subsidiaries be and is hereby approved and that in relation thereto the Company enter into all such transactions and on such terms (including without limitation terms as to consideration) as the Board of Directors of the Company might think fit and that any action or decision already taken or to be taken by the Board in connection with such reorganisation be and is hereby ratified and/or approved.
2. THAT the Company's authorised share capital be increased to £222,222 by the creation of 122,222 Ordinary Shares of £1 each in the capital of the Company.



S W CLARKE  
Director and Company Secretary

Registered Office  
Dial House  
Burston Road  
Upper Richmond Road  
London  
SW15 6SD



21st December 1990



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

707749

Name of company

\*DIAL CONTRACTS LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 21st December 1990 the nominal capital of the company has been  
increased by £ 122,222 beyond the registered capital of £ 100,000

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

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

To rank pari passu in all respects with the existing ordinary  
shares of the Company.

Please tick here if  
continued overleaf

--

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation **DIRECTOR AND  
COMPANY SECRETARY**

Date **13 MAR 1991**

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

**DIRECTOR AND  
S W Clarke COMPANY SECRETARY**

**DIAL CONTRACTS LIMITED  
DIAL HOUSE  
BURSTON ROAD  
UPPER RICHMOND ROAD  
LONDON SW15 6SD**

For official Use  
General Section

Post room

CC. DIAL HOUSE  
- 3 APR 1991  
M 40