

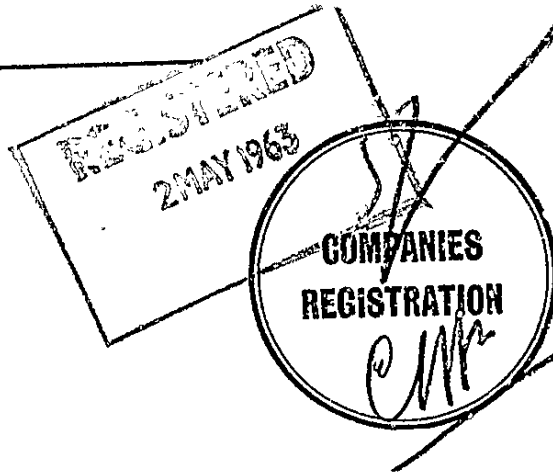
759625 / 1



Form No. 41

COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948



A 3s.
Companies
Registration
Fee Stamp
must be
impressed
here.

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

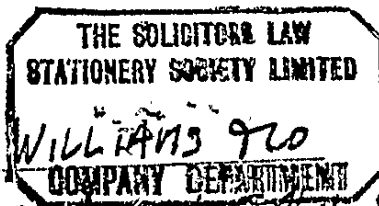
Pursuant to Section 15 (2).

Insert the
Name of the
Company.

GRAYHILL HEATING
LIMITED

ed by

Guy



31 NORTH JOHN STREET

LIVERPOOL

35. GUY BALL WILLIAMS
of 31 NORTH JOHN STREET
in the City of LIVERPOOL

(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) a
Solicitor of the Supreme Court
engaged in the formation
of _____

Grayhill Heating 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 Liverpool
in the County of
Lancaster
the 22nd day of April
one thousand nine hundred and sixty-
three

Guy Williams

Before me,

[Signature]

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

Number of } 759625 / 2
Company }

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL OF

GRAYHILL HEATING
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 £

50000/00
00
00

Signature

Guy Williams

Description

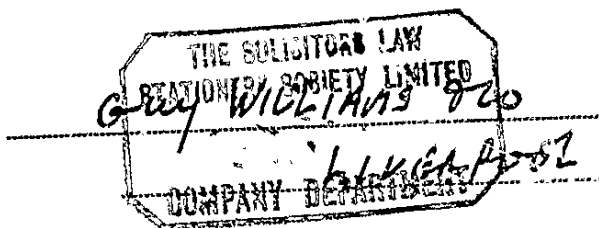
Solicitor engaged in the formation.

Dated the twenty second day of April 1963

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



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
191-192 Fleet Street, E.C.4; 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



759625-3

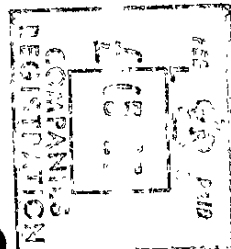
MAY 1963

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GRAYHILL HEATING LIMITED

1. The name of the Company is "GRAYHILL HEATING LIMITED."

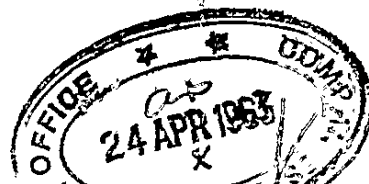
2. The registered office of the Company will be situate in England.

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

- (A) To carry on the business of heating and ventilating engineers, precision mechanical engineers, manufacturers of machinery, aircraft components, agricultural or other implements, machine tool makers, boiler makers, millwrights, machinists, metal workers, iron and steel converters, metallurgists, electrical engineers, marine engineers, water supply engineers, consulting engineers, precision tool grinders and cutters and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds, and to carry on any other business, manufacturing or otherwise, which may seem to the Company capable of being carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

3D—E56

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED



- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (E) 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.
- (F) 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.
- (G) 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.
- (H) 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.
- (I) 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.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (K) 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.
- (L) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (M) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (N) 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.
- (O) 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.
- (P) 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.

- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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, trustees, sub-contractors or otherwise.
- (U) 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 £5,000, divided into 5,000 ordinary shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<p>Albert Griffiths 25 Shawbury Avenue Higher Bebington Wirral, Cheshire. Mechanical Engineer</p>	<p>ONE ORDINARY.</p>
<p>Peter Arkworth Webb 35 Woodfield Road, Solihull, Warwickshire. Heating and Ventilating Engineer.</p>	<p>ONE ORDINARY.</p>

Dated this 22nd day of April, 1963.

Witness to the above Signatures of Albert Griffiths -

Guy Williams
Solicitor
31 North John Street
Liverpool 2

Witness to the above signature of Peter
Arkworth Webb -
John William Webb,
Heating & Ventilating Engineer,
2, Farmstead Rd.,
Solihull,
Warwick



759625/4

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

GRAYHILL HEATING LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated 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. Regulations 3, 5, 24, 53, 60, 71, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 6 (but not regulation 5) 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, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words " (not being a fully paid share) " and the words " (other than fully paid shares) " shall be omitted.

TRANSFER OF SHARES.

7. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

13. 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 section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so

removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternative Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternative Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternative Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS.

17. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

18. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

19. 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, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, 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 section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Albert Griffiths.
 25 Sharnbury Avenue
 Higher Bebbington
 Wirral Cheshire.
 Mechanical Engineer.

Peter Ashworth Webb.
 35 Woodfield Road,
 Solihull,
 Warwickshire.
 Heating and Ventilating Engineer.

Dated this 22nd day of April, 1963.

Witness to the above Signature of Albert Griffiths -

Gwyneth Williams
 31 North John Street
 Liverpool
 Solicitor

Witness to the above signature of Peter
 Ashworth Webb - John William Webb.
 Heating & Ventilating Engineer
 2. Yarn Street Rd.
 Solihull.
 Warwick.

C. 173

DUPLICATE FOR THE FILE.

No. 759625



Certificate of Incorporation

I Hereby Certify that

GRAYHILL HEATING LIMITED

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

Given under my hand at London this SECOND DAY OF MAY
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

Date

2/5/63

No. of Company 759,625.



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Special Resolution
OF
Grayhill Heating Limited

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened and held at the Leofric Hotel, Coventry on the 3rd day of FEBRUARY 1965 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

"That the Articles of Association be and they are hereby altered in the following manner:-

- (i) By the deletion of Article 7.
- (ii) By the addition to Article 11 of the following:-
"provided that the Directors shall not without prior consent in writing of the Secretary of Wolseley-Hughes Limited, either:-
 - (a) Borrow or secure the repayment of any moneys whatsoever (including, but without limitation to the generality of the forgoing, borrowing of any sort whatsoever from the Company's bankers), or
 - (b) Enter into any commitment whatsoever involving capital expenditure of £5,000 or more".
- (iii) By the redesignation of Article 12 as Article 12a and by the addition of the following new Article immediately after that Article:-
'12b. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company'.
- (iv) By the deletion of Article 15 and the substitution therefor of the following new Article:-
'15 In addition and without prejudice to the provisions of Section 184 of the Act, Wolseley-Hughes Limited, may from time to time and at any time appoint any person or persons to be a Director or Directors of the Company and may at any time remove any Director whether appointed under this Article or otherwise. Every such appointment or removal shall be in writing and signed by one Director and the Secretary of Wolseley-Hughes Limited'.

Director.

Filed at the Companies Registry the 25th day of February 1965.

Number of Company: 759625

Fee transferred CN 2218
AC E10.
J. H. H. H.
15.11.73

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GRAYHILL HEATING LIMITED

Passed the 29th day of October, 1973

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 29th day of October, 1973 the sub-joined Special Resolution was duly passed, vis:-

SPECIAL RESOLUTION

That subject to the consent of the Registrar of Companies the name of the Company be and it is hereby changed from Grayhill Heating Limited to Benson Heating Limited.


Director



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 759625

32

I hereby certify that

GRAYHILL HEATING LIMITED

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

BENSON HEATING LIMITED

Given under my hand at London the **21st November 1973**

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BENSON HEATING LIMITED
(Passed 11th March 1975)

At an Extraordinary General Meeting duly convened and held at *Tenoude Works, Ludlow, Salop* on *Tues* day the *11th* day of *March* 1975 the following Resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That the Memorandum of Association and Articles of Association of the Company be and the same hereby are altered in the following respects:-

- (a) Clause 3, sub-clauses (Q), (R), (S), (T) and (U) of the Memorandum of Association be re-lettered as Clause 3, sub-clauses (R), (S), (T), (U) and (V) respectively.
- (b) Clause 3(E) of the Memorandum of Association be deleted and replaced by the following new Clause:-

"3(E) 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 give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stock shares or other securities of the company, then or hence and in particular that without limiting the generality of the foregoing of

RECEIVED
11 2 51 PM 1975
OFFICE

any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom."

- (c) Clause 3(I) of the Memorandum of Association be deleted and replaced by the following new clause:-

"3(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid."

(d) Clause 3(Q) of the Memorandum of Association be as follows:-

"3(Q) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the Undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stock shares or other securities of any company, firm or person- and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom."

(e) The Articles of Association adopting Parts I and II in the First Schedule to the Companies Act, 1948, as varied by those Articles of Association shall no longer apply to this Company, and that in lieu thereof the Articles of Association already prepared and also adopting Parts I and II of the First Schedule aforesaid as varied by these Articles of Association a copy whereof has been initialled by Mr Ron Green for the purpose of identification be and the same hereby are adopted

by the Company as its new Articles of Association.

DATED this

11th

day of

March

1975

Registered Office

Temeside Works
Ludlow
Salop

BY ORDER OF THE BOARD

R. Green
.....
Director

No. 759625

137

THE COMPANIES ACTS, 1948 TO 1967.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

BENSON HEATING LIMITED

(As amended by Resolutions passed down to and including 11th March, 1975)

(Incorporated 2nd May, 1963)

RYLAND, MARTINEAU & CO.,

Solicitors,

BIRMINGHAM.

COMPANIES REGISTRATION
5 APR 1975

COMPANY LIMITED BY SHARES.

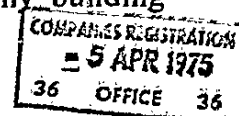
Memorandum of Association

OF

BENSON HEATING LIMITED

1. The name of the Company is "BENSON HEATING LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To carry on the business of heating and ventilating engineers, precision mechanical engineers, manufacturers of machinery, aircraft components, agricultural or other implements, machine tool makers, boiler makers, millwrights, machinists, metal workers, iron and steel converters, metallurgists, electrical engineers, marine engineers, water supply engineers, consulting engineers, precision tool grinders and cutters and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds, and to carry on any other business, manufacturing or otherwise, which may seem to the Company capable of being carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

Altered by
Special
Resolution
of 29.10.73.



(E) 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 give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(F) 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.

(G) 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.

(H) 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.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) 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.
- (L) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (M) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (N) 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.
- (O) 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.
- (P) 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.

Altered by
Special
Resolution
dated 11.3.75.

- (Q) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stock shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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, trustees, sub-contractors or otherwise.
- (V) 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 £5,000, divided into 5,000 ordinary shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p>ALBERT GRIFFITHS, 25 Shawbury Avenue, Higher Bebington, Wirral, Cheshire, Mechanical Engineer.</p>	<p>One Ordinary.</p>
<p>PETER ASHWORTH WEBB, 35 Woodfield Road, Solihull, Warwickshire, Heating and Ventilating Engineer.</p>	<p>One Ordinary.</p>

Dated this 22nd day of April, 1963.

Witness to the above Signature of Albert Griffiths—

GUY B. WILLIAMS,
31 North John Street,
Liverpool, 2,
Solicitor.

Witness to the above Signature of Peter Ashworth Webb—

JOHN WILLIAM WEBB,
Heating and Ventilating Engineer,
2 Farmstead Rd.,
Solihull,
Warwicks.

COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION
of

BENSON HEATING LIMITED

(Adopted by Special Resolution passed 11.3.1975)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated 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. Regulations 3, 22, 24, 53, 77, 78, 79, 84(2), 84(4), 87 to 94 inclusive, 106, 107 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A, Part I, and Regulations 2, 3, and 5 of Table A, Part II (but not Regulations 1, 4 and 6) 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 who may allot or otherwise dispose of them subject to Regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.
4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In Regulation II of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

6. The proviso to Regulation 32 of Table A, Part I, shall be omitted.
7. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a partly paid or nil paid share by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the

register of members in respect thereof.

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; until otherwise resolved by the Company in General Meeting, two members present in person or by proxy shall be a quorum.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A, Part I.

DIRECTORS

10. 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 twelve.

11. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.

12. The words "in General Meeting" shall be inserted after the words "unless the Company" in Regulation 78 of Table A, Part I.

13. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any Meeting at which such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted.

14. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, commission or a percentage of profits or by any or all of those modes.

15. The Directors may exercise all the powers of the Company to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or

useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

BORROWING POWERS

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

17.(A) In addition and without prejudice to the provisions of Section 184 of the Act, a member or members holding a majority in nominal amount of the issued shares for the time being in the Company giving the holder or holders the right to attend and vote at Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by two Directors or one Director and the Secretary of such company on its behalf. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a Meeting of the Directors and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

(B) A member or members holding the majority in nominal amount of the issued shares in the Company specified in Article 17(A) above may from time to time appoint any person or persons to the office of managing director for such period and on such terms as he or it shall think fit and subject to the terms of any agreement entered into in a particular case may revoke such appointment. Any such appointment or revocation shall be made in manner similar to that set out in Article 17(A) hereof.

(C) The last sentence of each of Regulations 95 and 97 in Part I of Table A shall be deleted.

(D) Any Director may continue to be or become a Director or other officer or member of or otherwise interested in any other company promoted by the Company or in which the Company may be interested as a member or otherwise and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as Directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such company or voting or providing for the payment of remuneration to the Directors or other officers of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid

notwithstanding that he may be or be about to be appointed a Director or other officer of such other company and is or may become interested in the exercise of such voting rights in manner aforesaid.

18. Every Director for the time being of the Company shall hold office until his office shall be vacated by or pursuant to the Regulations of the Company.

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

DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall be vacated in any of the following events:-

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he becomes bankrupt or enters into any arrangement with his creditors generally.

(3) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.

(4) If he becomes of unsound mind.

(5) If he is removed from office by a Resolution duly passed under Section 184 of the Companies Act 1948

(6) If he is removed from office in accordance with the provisions of Article 17 hereof.

21. Any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of Seventy years or any other age.

ACCOUNTS

22. In Regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of Section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that Regulation.

WINDING UP

23. In Regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

24. 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 including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in

which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court 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 Section 205 of the Act.

25. In Regulation 5 of Table A, Part II, the following words shall be inserted at the end thereof:-

".....and such resolution may consist of several documents in the like form each signed by one or more of the members."

26. Any summons notice order or other document required to be sent to or served upon the Company or upon any officer of the Company may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper addressed to the Company or such officer at the registered office of the Company.

27. The issued share capital of the Company at the date of adoption of these Articles is £2,500 divided into 2,500 Ordinary Shares of £1 each.

*Certified a true copy as amended by
Special Resolutions passed to the 11th
of March 1975*

Ryland, Martineau and Co

759625

Tansley Witt & Co

Chartered Accountants

Livery House, 169 Edmund Street, Birmingham B3 2JB. tel: 021-236 5011/7911

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The Secretary
Benson Heating Limited
PO Box 18
Vines Lane
Droitwich
Worcestershire
WR9 8ND

C/JE/AW

23 January 1980

Dear Sir,

We intend to merge our practice with that of Price Waterhouse & Co with effect from 1 May 1980.

Please treat this letter as formal notice of our resignation as auditors to the company with effect from today.

We welcome the directors' intention to appoint Price Waterhouse & Co as auditors in our place.

We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

Tansley Witt & Co



Company No. 759625

/59.

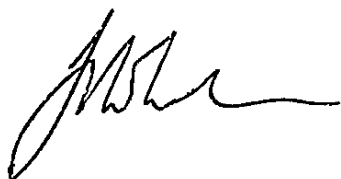
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF BENSON HEATING LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 41 Church Street Birmingham B3 on the ^{23rd} day of June 1982 the following resolution was duly passed as a Special Resolution :-

THAT the regulations produced to the meeting and signed by the Chairman thereof for identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations



CHAIRMAN

DATED this ^{23rd} June 1982

Registered Office :

Ludlow Road
Knighton
Powys
LD7 1LP



THE COMPANIES ACTS, 1949 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

BENSON HEATING LIMITED

I certify this is a true copy
of the Memorandum and Articles
following the Special Resolution.
of 23rd June 1982.


Director

Pinsent & Co.,
Solicitors,
Birmingham B4 6BH.

Ref: LPC/62069.001.0



THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
BENSON HEATING LIMITED

The name of the Company is "Benson Heating Limited".

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

The objects for which the Company is established are:-

- (A) To carry on the business of heating and ventilating engineers, precision mechanical engineers, manufacturers of machinery, aircraft components, agricultural or other implements, machine tool makers, boiler makers, millwrights, machinists, metal workers, iron and steel converters, metallurgists, electrical engineers, marine engineers, water supply engineers, consulting engineers, precision tool grinders and cutters and to buy, sell, manufacture, repair convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds, and to carry on any other business, manufacturing or otherwise which may seem to the Company capable of being carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (E) 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 give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

- (F) 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.
- (G) 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.
- (H) 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.
- (I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) 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.

- (L) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (M) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (N) 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.
- (O) 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.
- (P) 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.
- (Q) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stock shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time

being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

The liability of the members is limited.

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

*Increased by Special Resolution dated 23rd June 1982 to £275,000 divided into 275,000 ordinary shares of £1 each

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

NAMES, ADDRESSES AND
DESCRIPTORS OF SUBSCRIBERS

NUMBER OF SHARES TAKEN BY
EACH SUBSCRIBER

Albert Griffiths
Hawbury Avenue,
Derbyshire

One Ordinary

Mechanical Engineer

Peter Ashworth Webb
Woodfield Road,
Birmingham

One Ordinary

Heating and Ventilating Engineer

SIGNED THIS 22ND DAY OF APRIL 1963

Witness to the above Signature of Albert Griffiths

W. B. Williams
North John Street
Liverpool 2

Solicitor

Witness to the above Signature of Peter Ashworth Webb

John William Webb
Farmstead Road
Birmingham
Warwickshire

Heating and Ventilating Engineer

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed on 23rd June 1982)

of

BENSON HEATING LIMITED

PRELIMINARY

The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967, the Stock Exchange (Completion of Bargains) Act 1976, the Companies Act 1976, the Companies Act 1980 and the Companies Act 1981) shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to Part I of the said Table A unless otherwise stated.

PRIVATE COMPANY

The Company is a Private Company.

CAPITAL

The share capital of the Company is £275,000 divided into 275,000 Ordinary Shares of £1 each.

In Regulation 2 of Table A add the words "subject to the provisions of Section 14 of the Companies Act 1980" after the words "any share in the company may".

In Regulation 3 of Table A add the words "Section 14 of the Companies Act 1980 and" after the words "Subject to the provisions of" and add to the end of that Regulation: "Subject as aforesaid the Company shall have power to purchase its own shares. Shares redeemed or purchased by the Company pursuant to the authority conferred by this Regulation may, subject as aforesaid, be redeemed or purchased out of capital within the meaning of section 54 of the Companies Act 1981".

In Regulation 4 of Table A the words "in accordance with Section 32 of the Companies Act 1980" shall be added after "may".

ISSUE AND TRANSFER OF SHARES

Unless any direction to the contrary be given by resolution the Company in General Meeting all unissued shares (including forfeited or surrendered shares) shall before issue be offered to such persons who as at the date of offer are the holders of Ordinary Shares in the capital of the Company in proportion to the numbers of Ordinary Shares of the Company then held by them. The offer shall be made by notice specifying the number of shares offered, the price and terms of issue and limiting a time within which the offer if not accepted will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Directors shall repeat the above procedure in respect of the shares declined by offering them to the holders of Ordinary Shares (other than those who declined or were deemed to have declined the original offer) pro rata to their existing holdings. The Directors may dispose of any shares not then taken up in such manner as they think most beneficial to the Company. Section 17 of the Companies Act 1980 shall not apply to allotments of equity securities (as defined in that section) by the Company.

The Company shall not:-

- (a) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company; or
- (b) allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- (A) Subject to the provisions of Regulation 24 of Table A, any share may at any time be transferred:-
 - (i) to a member holding shares of the same class; or
 - (ii) by a member to his or her spouse; or
 - (iii) to the personal representatives of a deceased member; or
 - (iv) by the personal representatives of a deceased member to the surviving spouse of that member; or
 - (v) to any person with the consent in writing of the Board of Directors of the Company.
- (B) Except where a transfer is made pursuant to sub-clause (A) hereof, in which case the transfer shall automatically be registered without the sanction of a resolution of the Directors, no shares of the Company or any interest therein may be transferred except as hereinafter stipulated
- (C) The person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and such notice shall specify the price he considers to be the fair value and shall constitute the Company his agent for the sale of

the share to any member of the Company (or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership) at the price so specified, or at the option and at the expense of the purchaser, at the fair value to be fixed by the Auditor in accordance with sub-clause (E) of this article. The transfer notice may include two or more shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors

- (D) If the Company shall within the period of two months after being served with the transfer notice find a member (or person selected as aforesaid) willing to purchase the share (hereinafter called "the purchaser") and shall give notice thereof to the proposing transferor he shall be bound upon payment of the fair value to transfer the share to the purchaser who shall be bound to complete the purchase within fourteen days from the service of the last mentioned notice
- (E) The Auditor shall, on the application of the purchaser, and subject to the provisions of sub-clause (F) below certify in writing the sum which in his opinion is the fair value and such sum shall be deemed to be the price specified in the transfer notice and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly the Arbitration Act 1950, (as amended) shall not apply
- (F) To determine the fair value of a share, the Auditor shall determine the value of the Company as a whole as a going concern discounted by 15% and divide the resulting figure by the total number of shares issued and outstanding at the date of the transfer notice. No reduction in such value shall be made by reason of the fact that less than a majority of the shares may be the subject of the transfer notice, if such be the case
- (G) If in any case the proposing transferor, after having become bound as aforesaid makes default in transferring the share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the share in favour of the purchaser, who shall thereupon be registered as the holder of the share. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser, and after his name has been entered in the register of members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (H) If the Company shall not within the period of two months after being served with the transfer notice find a member (or person selected as aforesaid) willing to purchase the shares and give notice in manner aforesaid, the transfer notice shall be treated as withdrawn and the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to sub-clause (I) and Article 11 hereof, to sell and transfer the shares, or those not placed to any person and at any price not less than the fair value specified by him in the transfer notice.
- (I) The shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the members (other than the proposing transferor) as nearly as may be in proportion to the existing shares held by them respectively, and the

offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the members that any member who desires an allotment of shares in excess of his proportion should in his reply state how many excess shares he desires to have; and if all the members do not claim their proportions the unclaimed shares shall be used for satisfying the claims in excess. If any shares shall not be capable without fractions of being offered to the members in proportion to their existing holdings, the same shall be offered to the members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit

- (J) Upon the death of any member the legal personal representatives of such party (hereinafter called "the deceased member") shall upon the date on which the Company receives notice of the death of the deceased member be deemed to have served a transfer notice in accordance with sub-clause (C) hereof in respect of the deceased member's entire holding of shares and the Auditors shall at the expense of the Company specify the price in accordance with sub-clause (E) hereof
- (K) If any member shall become bankrupt or make any arrangement or composition with his creditors or become of unsound mind or if while he is a patient within the meaning of the Mental Health Act 1959 an order shall be made in respect of his property under section 102 of that Act he shall on the date of the happening of any such event be deemed to have served a transfer notice in accordance with sub-clause (C) in respect of his entire holding of shares and the Auditors shall at the expense of the Company specify the price in accordance with sub-clause (E) hereof
- (L) Any sale pursuant to this Article shall be with the rights to all dividends, distributions and interest paid or made after the date of such sale
- (M) The Directors before registering any person as the holder of a share may require to be furnished with any information (supported if the Directors so require by statutory declaration) which they may consider necessary for the purpose of determining whether or not such a person has paid the requisite price for the shares under sub-clause (H) of this Article
- (N) Any direction (by way of renunciation, nomination or otherwise), by a member or other person entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purposes of Articles 9 and 11 hereof and Regulation 24 of Table A be deemed to be a transfer and the provisions of those Articles and Regulation shall (mutatis mutandis) apply accordingly.

An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

Save for Ordinary Shares in the capital of the Company transferred pursuant to Article 9 hereof (but excluding transfers to a third party pursuant to sub-clause (H) thereof), the Directors may, in their absolute discretion and

without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

Subject as hereinafter provided, if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved. If a meeting to consider only a resolution or resolutions for the winding up of the Company and the appointment of a Liquidator be adjourned, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, any two members present in person or by proxy shall constitute a quorum regardless of the class of shares which they hold. Regulation 54 of Table A shall be modified accordingly.

A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Companies Acts 1948 to 1981 to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

Unless and until otherwise resolved by Special Resolution of the Company, the Directors shall not be less than two in number.

A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply. A Director who is not a member shall nevertheless be entitled to attend and speak at any General Meeting.

A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may (provided his interest shall have been declared in accordance with s.199 of the Companies Act, 1948) vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

The Directors shall not be subject to retirement by rotation and accordingly Regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

The third sentence of Regulation 98 shall be omitted and accordingly the Chairman shall not have a second or casting vote.

A Resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 22, his alternate Director) shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. Regulation 106 of Table A shall not apply.

POWERS OF DIRECTORS

In Regulation 79 of Table A the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

ALTERNATE DIRECTORS

- (A) Any Director may at any time appoint any other Director, or with the approval of a majority of the other Directors, any other person to be his alternate Director and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in writing served on the registered office of the Company. The same person may be appointed as alternate Director of more than one Director and while he is so acting shall be entitled to exercise the separate voting rights of each Director he is representing and, if he is himself a Director, his vote or votes as alternate Director shall be in addition to his own vote or votes.
- (B) The appointment of an alternate Director shall ipso facto determine on the happening of any event which if he were a Director would cause him to vacate such office and shall also determine ipso facto if the Director concerned (below called "his principal") shall cease for any reason to be a Director.
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director and be counted in the quorum at any such meeting at which his principal is not personally present and generally at such meeting to perform all functions of his principal as a Director. Every alternate Director shall also be entitled in the absence from the United Kingdom of his principal or in the event of his principal being temporarily unable to act through ill-health or disability to sign in his place a resolution in writing of the Directors pursuant to Article 19 hereof.
- (D) An alternate Director may be repaid expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but shall not in respect of such appointment be entitled to receive any remuneration from the Company.
- (E) Every person acting as an alternate Director shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

INDEMNITY

Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1981, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities properly incurred by him in the execution and discharge of his duties or in relation thereto provided that this indemnity shall not extend to expenses which shall not be allowed as a deduction in calculating the profits of the Company. Regulation 136 of Table A shall be extended accordingly.

Company No. 759625 *62*

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF BENSON HEATING LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 41 Church Street Birmingham B3 on the 23rd day of June 1982 the following resolution was duly passed as an Ordinary Resolution:-

THAT the nominal capital of the Company be increased by the addition thereto of the sum of £270,000 beyond the registered capital of £5,000 by the issue of £270,000 ordinary shares of £1 each.



CHAIRMAN

DATED 23rd June 1982

Registered Office :

Midlow Road,
Kington,
Worcs.
LD7 1LP

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Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

To the Registrar of Companies

For official use

Company number

63

759625

Name of Company

BENSON HEATING

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 23rd June 1982

the nominal capital of the company has been increased by the addition thereto of the sum of

£270,000 beyond the registered capital of £5,000

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

Number of shares	Class of share	Nominal amount of each share
£270,000	Ordinary	£1.00

(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:

PARI PASSU

Please tick here if
 continued overleaf



Signed

[Director] [Secretary] ‡ Date

23rd June 1982

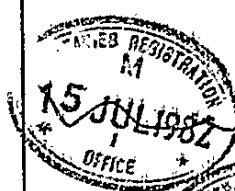
Presentor's name, address and
 reference (if any):

Pinsent & Co.,
 Post & Mail House,
 26 Colmore Circus,
 Birmingham B4 6BH.

Ref: LPC/62069.001.0.

For official use
 General section

Post room



57

A

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

3

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

26

Name of company

BENSON HEATING

Limited*

delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number

Day

Month

7	5	9	6	2	5	3	1	0	5
---	---	---	---	---	---	---	---	---	---

delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day

Month

Year

3	1	0	5	1	9	8	3
---	---	---	---	---	---	---	---

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

delete as appropriate

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

delete as appropriate

Signed

[Director] [Secretary] \$Date

26/4/83

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

K. H. ARMITAGE ESQ
55 MILL ST
LUDLOW
SHROPSHIRE
RE: KHS

For official use

Data punch

General section

Post room



G**225(1)**

Notice of new accounting reference
date given during the course of
an accounting reference period

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

--	--	--

759626

G. T. & F. Clark Limited

gives notice that the company's new accounting
reference date on which the current
accounting reference period and each
subsequent accounting reference period of
the company is to be treated as coming, or
as having come, to an end is

Day Month

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

The current accounting reference period of
the company is to be treated as **SHORTENED**
and is to be treated as having come to an
end on

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period is to
be extended, and reliance is being placed on section 225(6)(c) of the
Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company] of _____,
company number _____,
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an
administration order and this notice states that the current accounting
reference period of the company is to be extended AND it is to be extended
beyond 18 months OR reliance is not being placed on section 225(6) of the
Companies Act 1985, the following statement should be completed:

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

Signed

*so back*Designation *Com /ny Secretary* Date *3-3-89*

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

Harcros Timber & Building Supplies Ltd.
Eastern Region,
Imperial House,
77 Victoria Street,
Grimsby,
South Humberside.
DN31 1NH

For official use
General section

Post room

- 6 MAR 1989

Company Number: 759625

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BENSON HEATING LIMITED

PASSED ON

31st JULY

1990

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at *301 Fleet Street 26 Colman Street* on *31st July* 1990 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

(1) "That sub-clause 3 of the Memorandum of Association of the Company be and is hereby amended by re-designating the existing sub-clause (A) as sub-clause (A)(i) and by the insertion of the following new sub-clauses (A)(ii) and (A)(iii) after the said sub-clause (A)(i):-

(A) (ii) "To carry on business as a guarantee and indemnity company and/or as financiers, and to carry on and transact every kind of guarantee, counter-guarantee, indemnity and counter-indemnity business and financial operations and in connection therewith or in connection with any business or activity, of the Company or otherwise, (regardless of whether or not the Company receives any consideration and without limiting the generality of the foregoing) to (i) finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of every description of any person firm or company including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or the holding company (both as defined by Section 736 of the Companies Act 1985) of the Company or another subsidiary of any such holding company either with

COMPANIES HOUSE

-7 AUG 1990

M

41

or without the Company receiving any consideration or advantage; and/or (ii) effect any such guarantees and indemnities either by personal covenant or by mortgaging charging or otherwise creating security over all or any part of the undertaking, property and assets both present and future of the Company and its uncalled capital or by any of or any combination of such methods."

(A) (iii) ^{design, develop and} "To manufacture industrial gas and oil fired heaters"

.....
CHAIRMAN

No. 759625

Director

THE COMPANIES ACTS 1948 TO 1981

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BENSON HEATING LIMITED

(incorporating alterations to 31st July 1990)

1. * The name of the Company is "Benson Heating Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) (i) To carry on the business of heating and ventilating engineers, precision mechanical engineers, manufacturers of machinery, aircraft components, agricultural or other implements, machine tool makers, boiler makers, millwrights, machinists, metal workers, iron and steel converters, metallurgists, electrical engineers, marine engineers, water supply engineers, consulting engineers, precision tool grinders and cutters and to buy, sell, manufacture, repair convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds, and to carry on any other business, manufacturing or otherwise which may seem to the Company capable of being carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.

(ii) To carry on business as a guarantee and indemnity company and/or as financiers, and to carry on and transact every kind of guarantee, counter-guarantee, indemnity and counter-indemnity business and financial operations and in connection therewith or in connection with any business or activity, of the Company or otherwise, (regardless of whether or not the Company



*Note: The original name of the Company was Grayhill Heating Limited. The name was changed to Benson Heating Limited on 21st November 1973.

receives any consideration and without limiting the generality of the foregoing) to (i) finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of every description of any person firm or company including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or the holding company (both as defined by Section 736 of the Companies Act 1985) ~~of~~ the Company or another subsidiary of any such holding company either with or without the Company ~~receiving~~ any consideration or advantage; and/or (ii) ~~effect~~ ^{and} any such guarantees and indemnities either ~~by personal covenant~~ or by mortgaging charging or otherwise ~~providing~~ security over all or any part of the undertaking, property and assets both present and future of the Company ~~and~~ its uncalled capital or by any of or any combination of such methods.

- (iii) To design develop ^{and} manufacture industrial gas and oil fired heaters.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (E) 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 give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company, firm or person and in particular (but without limiting the

generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

- (F) 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.
- (G) 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.
- (H) 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.
- (I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) 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.
- (L) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.

- (M) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (N) 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.
- (O) To establish to 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.
- (P) 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.
- (Q) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stock shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154

of the Companies Act 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

- (R) 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.
- (S) 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 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.
- (T) 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.
- (U) To do all or any of the above things in any part of the word, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) 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 £275,000 divided into 275,000 ordinary shares of £1 each.

*Note: By ordinary resolution passed on 23rd June 1982 the share capital of the Company was increased from £5,000 divided into 5,000 shares of £1 each to £275,000 divided into 275,000 shares of £1 each.

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

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

NUMBER OF SHARES TAKEN BY
EACH SUBSCRIBER

Albert Griffiths
25 Shawbury Avenue,
Higher Bebington,
Wirral,
Cheshire.

One Ordinary

Mechanical Engineer

Peter Ashworth Webb
35 Woodfield Road,
Solihull,
Warwickshire.

One Ordinary

Heating and Ventilating Engineer

DATED THIS 22ND DAY OF APRIL 1963

Witness to the above Signature of Albert Griffiths

Guy B. Williams
31 North John Street,
Liverpool 2.

Solicitor

Witness to the above Signature of Peter Ashworth Webb

John William Webb
2 Farmstead Road,
Solihull,
Warwickshire.

Heating and Ventilating Engineer

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 759625

The Registrar of Companies for England and Wales hereby certifies that
BENSON HEATING LIMITED

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

Given at Companies House, Cardiff, the 7th June 1994

P. Bevan
P. BEVAN

For the Registrar of Companies



COMPANIES HOUSE

No. 759625

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BENSON HEATING LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Bradfield House, Pope's Lane, Oldbury, West Midlands, B69 4QT on **26th** May 1994 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to BENSON ENVIRONMENTAL LIMITED.

Dated: **26th May** 1994

.....
Secretary



No. 759625

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

BENSON HEATING LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Bradfield House, Pope's Lane, Oldbury, West Midlands, B69 4QT on ²⁶ May 1994 the following Resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

1. That the share capital of the Company be hereby increased from £275,000 to £1,000,000 by the creation of 725,000 new ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares.
2. That the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £725,000; and this authority will (unless renewed) expire five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires.

Dated: ²⁶ May 1994

A. Walker

Secretary

017/04305/11:13:pk



A3TG81P6

A25 RECEIPT DATE: 31/05/94

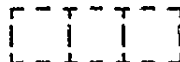
**Notice of increase
in nominal capital****123**Please do not
write in
this margin

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



759625

Name of company

*Insert full name
of company

* BENSON HEATING LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26 MAY 1994 the nominal capital of the company has been
increased by £ 725,000 beyond the registered capital of £ 275,000.

†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 (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: PARI PASSU WITH THE EXISTING
ORDINARY SHARES OF £1 EACH

Please tick here if
continued overleaf†Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designation

Director

Date 26 May 1994Presenter's name, address and
reference (if any):

PINSENT & CO
3 COLMORE CIRCUS
BIRMINGHAM
B4 6BH

REF: DJH/04305 0118 8

For official use

General section



A3TG71P5

A25 RECEIPT DATE 31/05/94