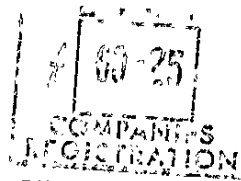


Number of
Company

817717



Form No. 41

THE COMPANIES ACT, 1948



A 6s.
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.

BRITISH ROADRAILER SERVICES
LIMITED

Signed by

Roger Chitty, Solicitor,

Melbury House, Melbury Terrace,

London, N.W.1.

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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



of MELBURY HOUSE, MELBURY TERRACE,

LONDON, N.W.1.

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

Do solemnly and sincerely declare that I am (a) a Solicitor of
the Supreme Court engaged in the Formation

of

BRITISH ROADRAILER SERVICES 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 Melbury House
Melbury Terrace in the
County of London
the 25th day of August
one thousand nine hundred and sixty-four

Before me,

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

R. G. FLOWMAN

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

Company } _____

STATEMENT OF THE NOMINAL CAPITAL

OF

BRITISH ROADRAILER SERVICES

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 £1,000

Signature

R. Chitty

Description Solicitor engaged in the formation of the Company

Dated the twenty-fifth day of August 1964

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

Roger Chitty, Solicitor,

Melbury House, Melbury Terrace,

London, N.W.1.

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.

The Companies Act, 1948

817717 | 3

COMPANY LIMITED BY SHARES



Memorandum of Association
OF
BRITISH ROADRAILER SERVICES LIMITED

1. The name of the Company is "BRITISH ROADRAILER SERVICES 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 transporting goods by road and to arrange for the transportation of goods by sea or in road or rail vehicles, or in vehicles intended or adapted for use on both roads and railways.

(B) To carry on the business of general contractors for the transport of goods of every description by land, sea and air, including the dealing in, whether by way of chartering or hiring or letting on hire or otherwise, any land, sea or air vehicles or craft or accessories or fuel therefor.

(C) To act as agents, contractors, managers, advisers and consultants in relation to any such business as is mentioned in this Memorandum.

(D) To carry on any other business which may in the opinion of the Company be advantageously or conveniently carried on by the Company in connection with or as auxiliary or incidental to the activities of the Company.

09958



11B

- (E) To promote and form other companies for all or any of the objects mentioned in this Memorandum and to transfer to any such company all or any of the property of this Company, and to take or otherwise acquire and hold shares, debentures or other securities in any such company, and to subsidise or otherwise assist any such company.
- (F) To acquire by purchase, lease, exchange, hire or otherwise lands and property of any tenure or any interest in the same for or in connection with the purposes of the Company's business.
- (G) To dispose of the undertaking or all or any of the assets of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (H) To do all such other things as may in the opinion of the Company be incidental or conducive to the attainment of the above objects, or any of them.

The objects set forth in any sub-clause of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any other sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any parts of this clause in any part of the world.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 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 names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Edward Austin Boothroyd</i> <i>Melbury House,</i> <i>Melbury Terrace,</i> <i>London N.W.1</i> <i>Solicitor</i>	<i>One</i>
<i>Rye Chitty</i> <i>Melbury House.</i> <i>Melbury Terrace.</i> <i>London. N.W.1.</i>	<i>One.</i>
<i>Solicitor.</i>	
Total Shares taken ..	<i>Two.</i>

Dated this 25th day of August, 1964.

Witness to the above Signatures—

James Denis Tattersall
Melbury House,
Melbury Terrace,
London, N.W.1.
Solicitor.

The Companies Act, 1948

817717



COMPANY LIMITED BY SHARES

Articles of Association

OF

BRITISH ROADRAILER SERVICES LIMITED

TABLE A.

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall apply to the Company, with the exception of regulations 60, 75, 88 to 97 inclusive, 99 and 128, and except as modified by or inconsistent with these Articles. Except as otherwise stated references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

DIRECTORS.

2. The number of Directors shall be not less than four nor more than eight half of whom shall be appointed by the British Railways Board and half by the Transport Holding Company. Each Director shall hold office until removed by the party who appointed him. In the case of an equality of votes at any meeting of the Directors, the Chairman shall not have a second or casting vote and any questions which cannot be decided by a majority of votes shall be put to the Company in General Meeting.

3. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 199 of the Companies Act, 1948, shall be entitled to vote in respect of such

contract or proposed contract, and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

4. The quorum necessary for the transaction of the business of the Directors shall be four Directors of whom one at least shall be a Director appointed by the British Railways Board and one at least shall be a Director appointed by the Transport Holding Company.

5. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend ^{and} ~~the~~ vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be deemed to be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

MS *J.O.2*

BORROWING POWERS.

6. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, and the proviso to regulation 79 shall not apply.

CAPITALISATION OF PROFITS.

7. The Company in General Meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the Ordinary Shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being

unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to any such resolution: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

TRANSFER OF SHARES.

8. No sale or disposition of any of the shares of the Company may at any time be effected by any member thereof without such shares having first been offered to the other members and if any member to whom the shares are offered desires to purchase the same the price to be paid therefor shall be such as may be agreed or in default of agreement determined by arbitration.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Edward Austin Boothroyd
Melbury House,
Melbury Terrace,
London N.W.1.
Solicitor.

Rye (Kitty).
Melbury House.
Melbury Terrace.
London. N.W.1.
Solicitor.

Dated this 25th day of August, 1964.

Witness to the above Signatures—

James Dennis Tattersall,
Melbury House,
Melbury Terrace,
London, N.W.1.
Solicitor.

DUPLICATE FOR THE FILE.

No. 817717




Certificate of Incorporation

I Hereby Certify that

BRITISH ROADTRAILER SERVICES LIMITED

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

Given under my hand at London this THIRTY-FIRST DAY OF AUGUST
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.


Assistant Registrar of Companies.

Certificate
received by }

Date