

NO. OF COMPANY.

841632

[C.F. 41]

THE COMPANIES ACT 1948
REGISTRATION

COMPANIES
REGISTRATION.

REGISTERED

18 MAR 1965

A 5/-
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)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY.....

LITTLER INVESTMENTS

LIMITED.

CAT. No. C.F. 41.

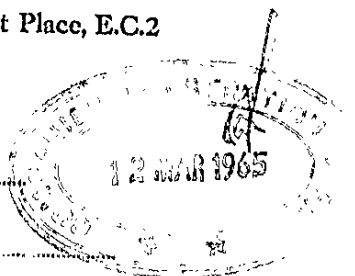
C511 J5164(D) L

**JORDAN & SONS,
LIMITED**

Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



I, David St. Clair Morgan,

of 116, Chancery Lane, W.C.2.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association~~ ~~or~~ ~~Director~~ ~~or~~ ~~Secretary~~],

of

LITTLER INVESTMENTS 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 Clifford's Inn

in the City

of London

the 12th day of March

One thousand nine hundred and sixty-five

before me,

Alan Traill
A Commissioner for Oaths (b)

David St. Clair Morgan

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

(b) or Notary Public or Justice of the Peace.

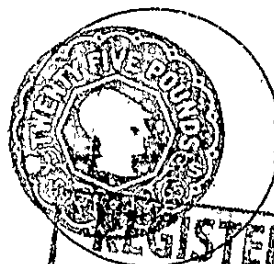
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841682

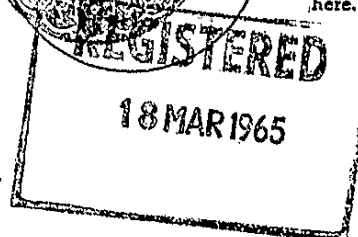
2

NO. OF COMPANY.....

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.



NAME OF

COMPANY.....

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £ 3000

Signature Agnes Lister

Date 9th March, 1965 / Description Director

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

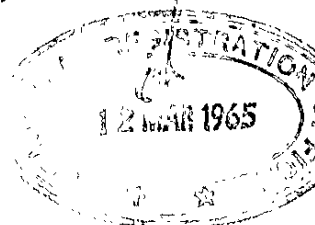
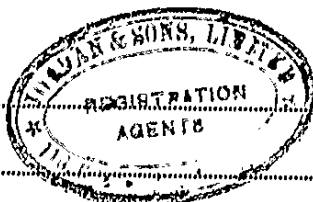
CAT. NO. C.A. 25.

S2203(V) E2

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by





The Companies Act, 1948

841682

3

COMPANY LIMITED BY SHARES REGISTERED

18 MAR 1965

Memorandum of Association

OF

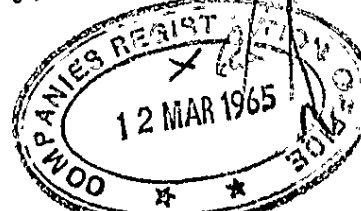
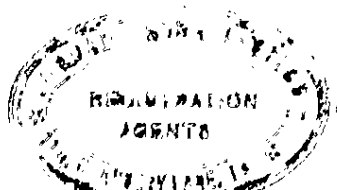
LITTLER INVESTMENTS

LIMITED.

1. The Name of the Company is **LITTLER INVESTMENTS 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 operate as a Holding and Investment Company and to acquire such freehold, leasehold, or other property for any estate or interest whatever, and such building leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporate, policies of life assurance, and such other property and rights and interest in property, as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in stocks, shares, debentures, debenture stock, bonds, obligations, or securities, policies of life assurance, lands, building leases, underleases, or other property or assets, and may acquire the same for the purposes of investment only and with a view to holding and managing the same and receiving the income therefrom, and so that if from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets, the Company shall have power to do so, but any surpluses arising on or from such realisation shall be dealt with as capital surpluses, not available for the payment of dividends.

- (B) To build, construct, maintain, alter, renovate, repair, furnish, enlarge, pull down, and remove or replace any houses, garages, showrooms, shops, offices, flats or other buildings, and to manage, lease, grant licences or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property, to collect



rents and income, and to supply to tenants and occupiers such amenities, facilities, and advantages as may be deemed expedient.

- (C) To lend and advance money to or give credit to such persons, firms, or companies on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies, and to co-ordinate the policy, administration and management of any subsidiary companies of or any other companies of which this Company is a Member or which are in any manner controlled by this Company and to assist financially or otherwise any such subsidiary or other company.
- (D) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (E) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (F) To act as agents or brokers and as trustees for any person, firm, or company, and also to act in any of the affairs of the Company through or by means of agents, brokers, trustees, or others.
- (G) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (H) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company.
- (I) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on its operations; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or

have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(J) To promote any other company for the purposes of acquiring the whole or any part of the property and undertaking any of the liabilities of this Company, or of undertaking any operations which may appear likely to assist or benefit this Company or to enhance the value of any property of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(K) To sell or otherwise dispose of the whole or any part of the undertaking or property 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.

(L) To distribute among the Members of the Company in kind, any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(M) To do all such other things as may be deemed incidental or conducive to the attainment of 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 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p><i>Fred Litter</i> <i>Three Bridges</i> <i>Wellesbourne</i> <i>Warwick</i> <i>(Gentlemen)</i> Director</p> <p><i>Agnes Gallaway Maxwell.</i> <i>Framing Litter</i> <i>Three Bridges.</i> <i>Wellesbourne</i> <i>Warwick.</i> <i>(Lady.)</i> Director</p>	<p><i>One</i></p> <p><i>One</i></p>
TOTAL SHARES TAKEN.	<i>Two</i>

Dated this *9* day of *March* 19*65*

Witness to the above Signatures :-

H. L. Barnes
Chartered Accountant.
Stratford on Avon

841682

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

LITTLER INVESTMENTS

LIMITED.



18 MAR 1965

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

VOTES OF MEMBERS.

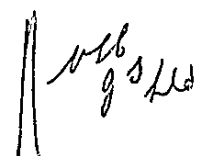
8. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

DIRECTORS.

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

10. The following persons shall be the first Directors of the Company:

Fred Littler and
Agnes F. M. H. Littler.



They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he or she shall live unless he or she shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

CAPITAL RESERVE.

13. (a) All monies realised on the sale of any of the properties, investments or other assets of the Company in excess of the values at which such properties, investments or other assets stood in the books of the Company at the time of sale, shall be carried to the credit of a Reserve to be called the Capital Reserve and such Capital Reserve and all other monies in the nature of accretions to Capital, whether on the sale of the assets of the Company or otherwise, shall be treated for all purposes as

Capital monies and not as profits available for Dividend; provided that any Capital Reserve so established may be applied towards paying up in full Non-Redeemable Shares to be issued to the Members credited as fully paid up pursuant to Clause 128 in Part I of Table A.

(b) Any losses realised on the sale of any of the properties, investments or other assets of the Company may be carried to the debit of the Capital Reserve, except in so far as the Directors shall, in their discretion, decide to make good the same out of the other funds of the Company.

(c) Any monies for the time being standing to the credit of the Capital Reserve may, at the discretion of the Directors, either be employed in the undertaking of the Company or be invested in such properties, investments or other assets as the Directors may from time to time think fit.

(d) Capital Reserve referred to in this Article shall be separate and distinct from the Reserves referred to in Clause 117 in Part I of Table A.

WINDING UP.

14. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

It is certified that the alterations throughout the Memorandum and Articles of Association have been made with the knowledge and consent of the Subscribers.

WLB
P.P. JORDAN & SONS, Ltd.

Free Litter
Three Bridges
Wellesbourne
Warwick

Gentleman

Free

Agnes Galloway Maxwell Laming

Litter

Free Bridges

Wellesbourne

Warwick

Lady

Free

DEPT. OF

9 21 11 March 1865

MALES FURNISHED TO THE HOUSE OF COMMONS

W. H. Bennett

Charles Cunningham

Al. Evansford was born

DUPLICATE FOR THE FILE.

No. 841682



Certificate of Incorporation

I Hereby Certify that

LITTLER INVESTMENTS LIMITED

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

Given under my hand at London this EIGHTEENTH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

Date

Number of Company: 841682

138

42951/E

THE COMPANIES ACTS 1948 to 1981

SPECIAL RESOLUTION



of LITTLER INVESTMENTS LIMITED

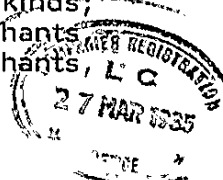
At an Extraordinary General Meeting of the members of the
above-named company, duly convened and held at16... Clerk...

... Street, ... Street - ... am ...
on the 3rd day of July 1984.

the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects clause be and the same are hereby altered by relettering the existing sub-clause of clause 3 as sub-clause (A)(i) and by inserting immediately thereafter the following new sub-clause to be lettered (ii):-

(A) (ii) To carry on all or any of the businesses of agricultural engineers and contractors, manufacturers, merchants, hirers and letters on hire of, and dealers in tractors, agricultural, horticultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; farmers, graziers, millers, stock and poultry breeders and dealers, producers, raisers and growers of and dealers in corn, grain, cereals, forage, fodder, foodstuffs and farm produce of all kinds; nurserymen and market gardeners, seedsmen, bulb merchants, manufacturers, processors, growers, importers, exporters, raisers and merchants of, and dealers in seeds, bulbs, plants, vegetables, fruit, flowers, shrubs and horticultural produce of every description; merchants, manufacturers and processors of, agents for and dealers in additives, fertilizers, lime products, chemicals, liquid and other manures and manurial products, soil conditioners, and the like; agricultural and horticultural sundriesmen and merchants, manufacturers, repairers, merchants, hirers and letters on hire of, and dealers in agricultural, horticultural, gardening, farm and dairy plant, implements, machinery, utensils and requisites of all kinds; grocers and provision merchants, wine and spirit merchants, carriers, haulage and cartage contractors, and general merchants,



JORGAN & BOLT
15, FENBROKE ROAD,
BRISTOL, BS6 3JF

importers, exporters and shippers, agents and brokers, factors, traders and dealers; and to buy, sell, manufacture, repair, alter, hire, let on hire, export, import and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things capable of being used in connection with the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company; and to establish purchase or otherwise acquire shops, workrooms, or other premises for the storage, sale or manufacture of goods dealt in by the Company.


CHAIRMAN.

No: 841682

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

39 4/7/85
OF JOINTING CONSULTANT

MEMORANDUM OF ASSOCIATION OF

LITTLER INVESTMENTS LIMITED

(As altered by Special Resolution passed on the 3rd day of July, 1984)

1. The name of the Company is "LITTLER INVESTMENTS 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 operate as a holding and investment company and to acquire such freehold, leasehold, or other property for any estate or interest whatever, and such building leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporate, policies of life assurance, and such other property and rights and interest in property, as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in stocks, shares, debentures, debenture stock, bonds, obligations, or securities, policies of life assurance, lands, building leases, underleases, or other property or assets, and may acquire the same for the purposes of investment only and with a view to holding and managing the same and receiving the income therefrom, and so that if from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets, the Company shall have power to do so, but any surpluses arising on or from such realisation shall be dealt with as capital surpluses, not available for the payment of dividends.

(ii) To carry on all or any of the businesses of agricultural engineers and contractors, manufacturers, merchants, hirers and letters on hire of, and dealers in tractors, agricultural, horticultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; farmers, graziers, millers, stock and poultry breeders and dealers, producers, raisers and growers of and dealers in corn, grain, cereals, forage, fodder, foodstuffs and farm produce of all kinds; nurserymen and market gardeners, seedsmen, bulb merchants, manufacturers, processors, growers, importers, exporters, raisers and merchants of, and



dealers in seeds, bulbs, plants, vegetables, fruit, flowers, shrubs and horticultural produce of every description; merchants, manufacturers and processors of, agents for and dealers in additives, fertilizers, lime products, chemicals, liquid and other manures and manurial products, soil conditioners and the like; agricultural and horticultural sundriesmen and merchants, manufacturers, repairers, merchants, hirers and letters on hire of, and dealers in agricultural, horticultural, gardening, farm and dairy plant, implements, machinery, utensils and requisites of all kinds; grocers and provision merchants, wine and spirit merchants, carriers, haulage and cartage contractors, and general merchants, importers, exporters and shippers, agents and brokers, factors, traders and dealers; and to buy, sell, manufacture, repair, alter, hire, let on hire, export, import and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things capable of being used in connection with the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company; and to establish purchase or otherwise acquire shops, workrooms, or other premises for the storage, sale or manufacture of goods dealt in by the Company.

(B) To build, construct, maintain, alter, renovate, repair, furnish, enlarge, pull down and remove or replace any houses, garages, showrooms, shops, offices, flats or other buildings and to manage, lease, grant licences or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property, to collect rents and income, and to supply to tenants and occupiers such amenities, facilities and advantages as may be deemed expedient.

(C) To lend and advance money to or give credit to such persons, firms or companies on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms or companies, and to co-ordinate the policy, administration and management of any subsidiary companies of or any other companies of which this Company is a Member or which are in any manner controlled by this Company and to assist financially or otherwise any such subsidiary or other company.

(D) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(E) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

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(G) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(H) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company.

(I) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on its operations; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(J) To promote any other company for the purposes of acquiring the whole or any part of the property and undertaking any of the liabilities of this Company, or of undertaking any operations which may appear likely to assist or benefit this Company or to enhance the value of any property of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(K) To sell or otherwise dispose of the whole or any part of the undertaking or property 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.

(L) To distribute among the Members of the Company in kind, any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

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4. The liability of the Members is limited.

5. The Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each.