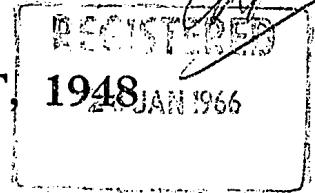
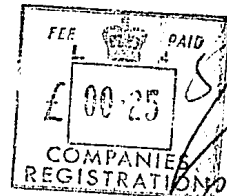


870030



Number of
Company



THE COMPANIES ACT, 1948

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

Pursuant to Section 15 (2).

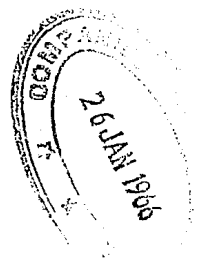
Insert the
Name of the
Company.

CLUESTON TRANSPORT
LIMITED

Presented by

THE SOLICITORS' LAW
STATIONERY SOCIETY, LIMITED.
SERGEANT & COLLINS, SOLICITORS,

25 OSWALD ROAD, SCUNTHORPE, Lincs.



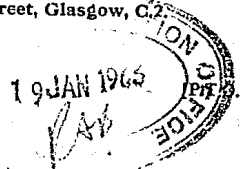
Form No. 41
(The filing fee is 5s.)

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;
13 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

7/3135-5-65

Companies 6c



I, ERIC THOMAS PERKINS

of 25 OSWALD ROAD, SCUNTHORPE IN THE COUNTY OF LINCOLN

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

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

of Clugston Transport

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 Scunthorpe

the 18th day of January
one thousand nine hundred and sixty-six

Before me,

H. A. Mason

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

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

[Signature]

870030

Number of
Company

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

CLUGSTON TRANSPORT

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 £ 50,000

Signature

Description Solicitors engaged in the formation of the Company

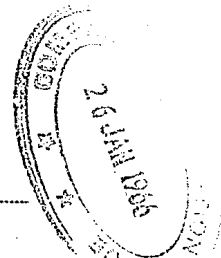
Dated the 18th day of January 1966

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.

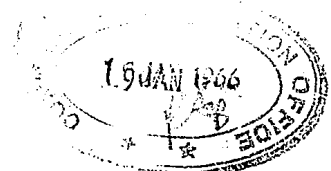
Presented by

THE SOLICITORS' LAW
STATIONERY SOCIETY LIMITED
SERGEANT & COLLINS, SOLICITORS,
COMPANY DEPARTMENT
25 OSWALD ROAD, SCURTHORPE, LINGS.



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;
25 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.



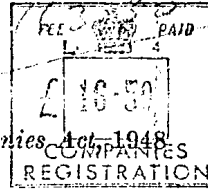
The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
CLUGSTON TRANSPORT
LIMITED

Incorporated the day of , 196

SERGEANT & COLLINS,
Solicitors,
25, Oswald Road,
Scunthorpe.



COMPANY LIMITED BY SHARES

870030

Memorandum of Association

OF

28 JAN 1966

CLUGSTON TRANSPORT LIMITED

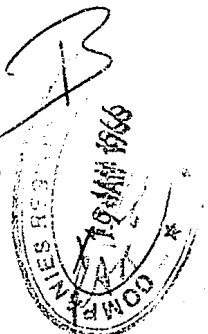
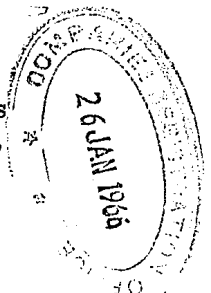
1. The Name of the Company is "CLUGSTON TRANSPORT LIMITED."

2. The Registered Office of the Company will be situated in England.

3. The objects for which the Company is established are:-

(a) To acquire part of the undertaking of J.G. Clugston Limited and to carry on business as haulage and removal contractors, motor omnibus and coach proprietors, public service vehicle operators, road service operators, owners, proprietors and operators of motor cars, motor lorries and other vehicles and vessels and to carry on the business of transporting passengers and goods in all or any of its branches, - to carry on business as motor engineers and repairers, motor garage and/or factory proprietors, sellers and manufacturers of motor vehicles and accessories and manufacturers, dealers and distributors of petrol, benzole and oils and petroleum products of all kinds; coach and carriage builders, body builders, tyre manufacturers and repairers, tube makers, vulcanisers, annealers, enamellers, electro-platers, cellulose sprayers, painters, varnishers and upholsterers, to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock, scrap metals and hardware of all kinds.

(b) To construct, erect, equip, carry on, work, develop and control public works, and machinery and plant used in connection therewith, contract for railway building, tramway construction, gas and electricity works, waterworks, roads, bridges, viaducts, docks, harbours, aqueducts, piers, wharves, canals, reservoirs, irrigation development, sewerage and drainage works, and generally



- any works or contracts for public utility or private ownership. (k)
- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in the best interests thereof, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property. (l)
- (d) To rent, purchase or by other means acquire any freehold, leasehold or other real property for any estate or interest whatever, and any rights, licences, privileges or easements over or in respect of any such property, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (e) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient. (m)
- (f) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works and machinery necessary or convenient for the Company's business. (n)
- (g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise; mortgage charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company. (o)
- (h) To apply for, exercise, use, register, turn to account, purchase, acquire, sell, let, grant or otherwise deal or use any letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights, privileges, or monopolies or any interest in the same.
- (i) To manufacture and deal in all kinds of articles and things required for the purposes of or commonly dealt in by persons engaged in any such business as aforesaid; or in connection with any such letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights or privileges as aforesaid. (p)
- (j) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any other purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its members. (q)

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- (k) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.
- (l) To borrow or raise money and to secure and discharge any debt or obligation of or binding on the Company in such manner as the Company shall think fit, and in particular by mortgages and charges upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled capital, and also by similar mortgages and charges to secure and guarantee the performances by the Company of any obligation or liability it may undertake, and to redeem, purchase or pay off any such securities.
- (m) To amalgamate or enter into partnership or any joint purchase or profit sharing arrangement, or co-operation in any way with any company, firm or person carrying on or proposing to carry on any business or operation within the objects of this Company, and to lend money to, guarantee the obligations of, or otherwise assist, any such person or company.
- (n) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable transferable or mercantile instruments, or to purchase or guarantee the same.
- (o) To apply for, promote, and obtain any Act of Parliament, or other licence, permission or authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests, and to enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them.
- (p) To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of, and deal in shares, stocks, and securities of any company having objects similar to those of this Company, or carrying on any business capable of being conducted so as to benefit this Company, directly or indirectly.
- (q) To give all descriptions of guarantees, and in particular to guarantee the principal and interest of

and any premium which may become payable on any mortgages, debentures, debenture stock or other obligations and the dividend on and the return, either with or without any premium, of the Capital paid on any shares.

- (r) To act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (s) To remunerate any person, firm or company rendering services to this Company, whether 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; to grant pensions or gratuities to any present or former directors, officers or employees of the Company, its predecessors in business, or any subsidiary of or business acquired by the Company, or the relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- (t) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same; and to pay commissions to brokers and others for underwriting, placing selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (u) To procure the registration of the Company in or under the laws of any place outside England.
- (v) To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of this Company or the interests of its members.
- (w) To insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to this Company, or on the lives of any other persons in whom the Company may have an insurable interest.
- (x) To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture

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stock, or securities of any other company.

- (y) To distribute among the members of the Company in specie any property of the Company.
- (z) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each. If at any time the Capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act, 1948.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>A. J. Elliott</i> ALAN JOHN ELLIOTT 3, HOPKINS AVENUE SCUNTHORPE SOLICITOR</p>	One
<p><i>John T. Lake</i> 39, Maple Tree Way, Scunthorpe Solicitor Clerk</p>	One

DATED this 15th day of January, 1966.

WITNESS to the above Signatures:-

E. J. Perkins
25 Oswald Road
Scunthorpe
Solicitor

b/f

COMPANY

Article

1. The Regulations in the First Schedule being hereby adopted, the Clauses 75, 76 shall apply to the Company as modified.

2. The Share Capital into 1,000 Shares of 50/- each

3. All the Shares shall be at the discretion of the directors otherwise than at the times and places they think fit.

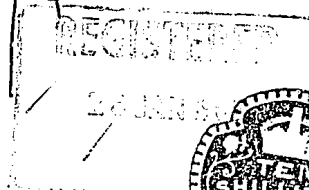
4. The lien of the Company shall attach to the registered shares in respect of liability to the registered shareholders joint holders

5. A person who has died or become bankrupt shall not be entitled to receive a dividend unless required by the General Meeting. Table A shall apply to the Company.

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870030

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

CLUGSTON TRANSPORT LIMITED.

PRELIMINARY.

1. The Regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A"), except Clauses 75, 76 and 89 to 93 both inclusive in Part I thereof, shall apply to the Company save in so far as they are hereby modified.

SHARE CAPITAL AND SHARES.

2. The Share Capital of the Company is £50,000 divided into ~~1,000~~ ^{50,000} Ordinary Shares of £1 each.

3. All the Shares of the Company for the time being unissued shall be at the disposal of the Directors, who may allot and otherwise dispose of the same to such persons, at such times and generally on such terms and conditions as they think fit.

4. 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.

TRANSMISSION OF SHARES.

5. A person becoming entitled to a Share by reason of the death or bankruptcy of a Member shall not, before being registered as a Member in respect of the Share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and Clauses 32 and 134 in Part I of Table A shall be amended accordingly in their application to the Company.

GENERAL MEETINGS.

6. Two members present in person shall be a quorum and Clause 53 in Part I of Table A shall be read and construed accordingly.

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."

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than seven. The first Directors of the Company shall be appointed in writing by the Subscribers of the Memorandum of Association thereof.

9. The remuneration (if any) of the Directors shall from time to time be determined by the Company in General Meeting and such determination shall be deemed ordinary business of such Meeting, Clause 52 of Part I of Table A being modified accordingly. Such remuneration shall be deemed to accrue from day to day. Any Resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

10. Any person may be appointed a Director notwithstanding that he has attained the age of 70 years, and no person shall be required to vacate his office of Director by reason only of his having attained the age of 70 years or any other age.

11. Any Director may at any time appoint another Director, or with the approval of the Board of Directors, any other person, to be an alternate Director in his place at any Meeting of the Directors at which he is unable to be present, and at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor shall he be required to hold any share qualification but shall otherwise (except as to the power to appoint an alternate) be subject to the provisions of these Articles with regard to Directors and each alternate Director whilst acting in the place of his appointor, shall exercise and discharge all the duties of his appointor as an ordinary Director. Any Director who is appointed to be an alternate Director shall be entitled to vote at a Meeting of the Directors on behalf of his appointor as distinct from the vote to which he is entitled in his own capacity as a Director, but shall not be considered as two Directors for the purpose of forming a quorum of Directors. All appointments and removals of alternate Directors shall be effected in writing

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by the Director making or revoking such appointment and
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12. (a) The following words shall be omitted from Clause
94 of Part I of Table A:

"and may also determine in what rotation the
increased or reduced number is to go out of
office."

(b) The second sentence of Clause 95 of Part I of
Table A shall be omitted.

(c) The second sentence of Clause 97 of Part I of
Table A shall be omitted.

BORROWING POWERS.

13. The proviso to Clause 79 of Part I of Table A shall be
omitted.

POWERS AND DUTIES OF DIRECTORS.

14. 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 counted in ascertaining a quorum
when any such contract or arrangement is under consideration,
and Clause 84 in Part I of Table A shall be modified accordingly.

15. The provisions contained in Clause 86 in Part I of Table A
relating to the keeping and signing of an attendance book at
Meetings of Directors and of Committees thereof shall not
apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

A. J. Elliott
ALAN JOHN ELLIOTT
3, HOPKINS AVENUE,
SCUNTHORPE.
SOLICITOR

John T. Lake
39, Maple Tree Way,
Scunthorpe.
Solicitors Clerk.

DATED this 15th day of January 1966.

WITNESS to the above Signatures:-

E. J. J. J.
28 Howard Road
Scunthorpe
Solicitor

This is to certify that the amendments to the Memorandum and Articles of Association have been made with full knowledge and consent of the subscribers.

Signed *John T. Lake* S.L.S.S. Ltd.

DUPLICATE FOR THE FILE.

No. 870030



Certificate of Incorporation

I Hereby Certify that

CLUGSTON TRANSPORT LIMITED

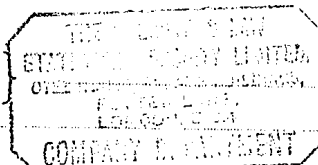
is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-EIGHTH DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whisfield.

Assistant Registrar of Companies.

Certificate
received by



Date

28 JAN 1966

No. of Company: 870030

2CIN



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
CLUGSTON TRANSPORT LIMITED
(Passed on Thursday 24th September 1987)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office, St. Vincent House, Normanby Road, Scunthorpe, South Humberside DN15 8QT on Thursday 24th September 1987 at 12.30 p.m., the following Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

"That the name of the Company be changed to Clugston Distribution Limited"

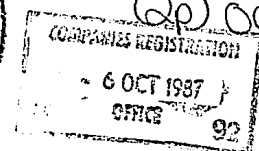
The above RESOLUTION is certified as being a true copy of the Resolution passed at an Extraordinary General Meeting of the Company held on 24th September 1987.

.....
J.W.A. CLUGSTON
Chairman

.....
A. COOKE
Secretary

PRESENTED BY:-

Mr. R.L. Hurst,
Company Secretary,
Clugston Holdings Limited,
St. Vincent House,
Normanby Road,
SCUNTHORPE,
South Humberside.
DN15 8QT



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 870030

I hereby certify that

CLUGSTON TRANSPORT LIMITED

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

CLUGSTON DISTRIBUTION LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21 OCTOBER 1987

E. Chadwick
MRS E. CHADWICK

an authorised officer

No. of Company 870030

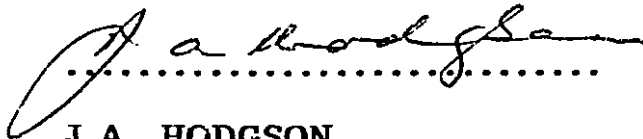
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
CLUGSTON DISTRIBUTION LIMITED
(Passed on 20th June 1994)

At the ANNUAL GENERAL MEETING of the above named Company convened and held at St. Vincent House, Normanby Road, Scunthorpe Humberside on Monday 20th June 1994, the following Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

"That pursuant to the provisions of Section 250 of the Companies Act 1985 no auditors be appointed by the Company".

The above RESOLUTION is certified as being a true copy of the Resolution passed at the Annual General Meeting of the Company held on Monday 20th June 1994.


.....

J.A. HODGSON
Secretary

PRESENTED BY:-

Mr. J.A. Hodgson,
Company Secretary,
Clugston Group Limited,
St. Vincent House,
Normanby Road,
SCUNTHORPE.