

No. of Company.....873028



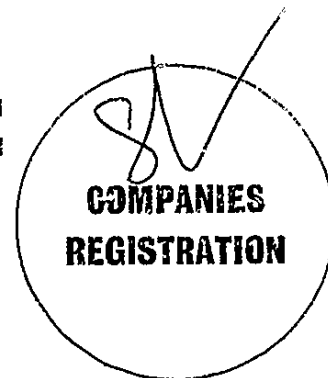
No. 41

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)]



A
Companies
Registration
Fee Stamp of
5 shillings
must be
impressed here.

NAME OF COMPANY

DREXEL EQUIPMENT

(U. K.)

LIMITED.

JEFF COATS LIMITED

Company Registration Agents, Printers and Publishers,
62-70, SHORTS GARDENS, LONDON, W.C.2.

Telephone: TEMPLE BAR 7248-9

Presented by...

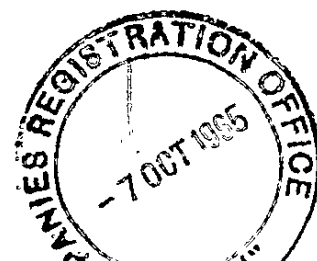
LONGCROFT'S

CHARTERED ACCOUNTANTS,

CAPEL HOUSE,

NEW BROAD STREET,

LONDON, E.C.2.



I, HAROLD JAMES ROUVRAY,

of 1B, WANDLE ROAD,

HACKBRIDGE, SURREY.

Do Solemnly and Sincerely declare that I am* a person named in the

Articles of Association as Secretary

of DREXEL EQUIPMENT (U. K.) LIMITED

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 67, New Broad Street
in the City of London

the 29th day of September
one thousand nine hundred and sixty five
before me.



† A Commissioner for Oaths.

* "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".
† or Notary Public or Justice of the Peace.

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

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933



Duty at the rate of 10s. for every £100 must be impressed here.



STATEMENT OF NOMINAL CAPITAL

OF

(NAME OF COMPANY)

DREXEL EQUIPMENT

(U.K.)

LIMITED.

Pursuant to Section 112 of The Stamp Act, 1891, as amended by Section 41 of The Finance Act, 1933. Note:— The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100.

This Statement is to be lodged with the Memorandum of Association and other Documents when the Company is registered.

JEFFCOATS LIMITED

Company Registration Agents, Printers and Publishers,
62-70, SHORTS GARDENS, LONDON

Telephone: TEMPLE BAR 7248-9

LONGCROFTS

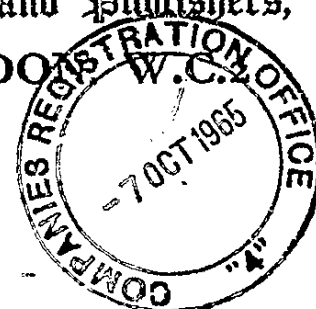
CHARTERED ACCOUNTANTS,

CAPEL HOUSE,

NEW BROAD STREET,

LONDON, E.C.2.

ed by



THE NOMINAL CAPITAL OF

DREXEL EQUIPMENT (U.K.)

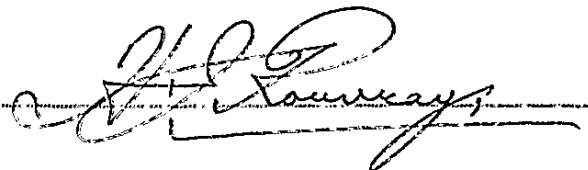
LIMITED,

is ONE HUNDRED Pounds,

divided into ONE HUNDRED Shares

of ONE POUND each,

Signature



Description

Secretary

Dated the 27th

day of September 1965

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
Drexel Equipment (U.K.)
LIMITED.

Incorporated the day of 19

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THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Drexel Equipment (U.K.)
LIMITED.

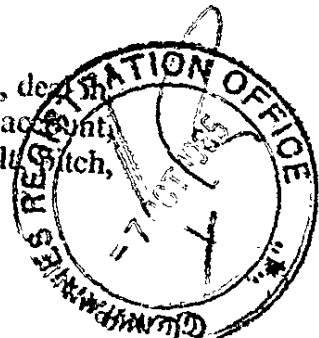
67224/c

1. The name of the Company is "DREXEL EQUIPMENT (U.K.) LIMITED."

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

3. The Company is established for the following objects:—

- (1) To carry on the trades or businesses of manufacturers representatives, manufacturers, importers and exporters of oil field equipment and other equipment whatsoever, repairers and maintainers of any equipment, ship builders, freight contractors, forwarding agents, warehousemen, packers, common carriers, lightermen, wharfingers, passenger agents, insurance brokers, financiers, bankers.
- (2) To carry on the business of producers, refiners, manufacturers, importers and exporters of and dealers in mineral and other oils and natural gas, asphalt, pitch, mineral substances and metals of all kinds.
- (3) To search for, explore, purchase, acquire, work, develop the resources of, and turn to profitable account, oil wells, oil-yielding lands, natural gas, asphalt, pitch,



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mineral substances and metals of all kinds, and for any such purpose, sink bores and mines, make excavations, construct and carry out such works and operations as to the Company may seem expedient, and employ engineers, experts, contractors and agents.

- (4) To carry on any other kind of trade or business which may at any time appear to the Company capable of being conveniently carried on in conjunction with any of the before-mentioned trades and businesses or likely to be profitable to the Company.
- (5) To purchase or otherwise acquire and take over all or any part of the property, business and liabilities of any company, society, firm or person as may be thought expedient for the purposes of the Company, and to conduct or liquidate and wind up any such business, and to pay for any property acquired either in cash or in shares or securities of the Company, or otherwise as may be agreed.
- (6) To purchase, rent, hire or otherwise acquire any real or personal property in England or elsewhere for the purposes of the Company.
- (7) To lay down, construct, enlarge, alter and maintain any buildings, works, and machinery necessary or desirable for the Company's business.
- (8) To apply for, and obtain, by purchase or otherwise, any patents, patent rights, trade-marks, names, copyrights, licences or privileges for the purposes of, or in any way relating to, any trade or business which the Company is authorised to carry on, and to grant licences in respect of or otherwise use or deal with the same.
- (9) To subscribe for, purchase or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities of any company carrying on or proposing to carry on any business connected directly or indirectly with any trade or business which the Company is authorised to carry on or from which the Company may be able to derive benefit.

- (10) To borrow money, either with or without security, and by the issue of debentures or debenture stock or otherwise, and to secure the repayment of any money by mortgage or other charge upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.
- (11) To sell, dispose of, lease, transfer, turn to account and otherwise deal with the business, property and undertaking of the Company or any part thereof, upon such terms and for such consideration as to the Company shall seem fit.
- (12) To amalgamate with any other company having objects similar either wholly or in part to those of the Company.
- (13) To enter into partnership or similar arrangements with any company, society, firm or person carrying on or proposing to carry on any trade or business which the Company is authorised to carry on.
- (14) To enter into any arrangement or contract with any person, firm or company for carrying on the whole or any part of the business of the Company.
- (15) To remunerate any person, firm or company rendering services to the Company, by payment in cash or by the allotment to him or them of shares or securities of the Company or otherwise as may be deemed expedient.
- (16) To grant pensions allowances or similar payments to officers or employees (including former officers or employees) of the Company or their respective dependants and to support or subscribe to any organisations or appeals of a charitable, public or benevolent nature.
- (17) To draw, accept, endorse, discount, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (18) To lend (with or without security) or otherwise invest the moneys of the Company in such manner as shall from time to time be determined.

- (19) To act as guarantor or surety, and for either purpose to give security, as may be thought expedient.
- (20) To promote any company or companies for the purpose of acquiring all or any of the property or liabilities of the Company, or for any other purpose likely to benefit the Company.
- (21) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise.
- (22) To do all other things that are incidental or may be conducive to the attainment of the above objects or any of them.
- (23) To distribute among the members in specie any property of the Company.
- (24) To pay all the costs and expenses of and preliminary and incidental to the promotion, formation, and registration of the Company, whether or not incurred prior to incorporation.

And it is hereby declared that each of the objects hereinbefore mentioned shall wherever and in so far as the context and subject admit be regarded as an independent object, and in no wise shall be limited or restricted by reference to or inference from the name of the Company or any other paragraph or otherwise howsoever.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100, divided into one hundred Ordinary 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 to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
James William Herbert Martin 17 Greenwood Road. Forest Hill. London. S.E. 23. A.C.A. (Chartered Accountant) Eric Arnold Gee.	One
29 Pine Hill, Epsom, Surrey.	One.
F.C.A. (Chartered Accountant)	

Dated the 28th day of September, 1965.

Witness to all the above Signatures—

Harold James Conway,
16, Wandale Road,
Hackbridge,
Surrey.
Company Secretary.



873028

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association
OF
Drexel Equipment (U.K.)
LIMITED

PRELIMINARY.

1. In these Articles:—

“The Act” means the Companies Act, 1948.

“Table A” means Table A in the First Schedule to the Act.

“Part I” and “Part II” mean respectively Part I of Table A and Part II of Table A.

2. Subject as hereinafter provided, the regulations contained in Part I and Part II shall apply to the Company.

3. Regulations 11, 24, 53, 75, 79, 84, 88, 96, 97, 107 and 108 of Part I and Regulation 5 of Part II shall not apply to the Company.

4. The Directors may pay out of capital or any other moneys of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

SHARE CAPITAL

5. The original capital of the Company is £100, divided into 100 Ordinary shares of £1 each.

6. The shares in the original or any increased capital shall, subject to any resolution of a general meeting for the time being in force, be at the disposal of the Directors, and they may allot or otherwise dispose of them 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.

7 In Regulation 3 of Part I the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

LIEN

8. The Company shall have a first and paramount lien and charge on all shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from such member or his estate, either alone or jointly with any other person, whether a member or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable in respect thereof.

NOTICES OF GENERAL MEETINGS.

9. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member.

PROCEEDINGS AT GENERAL MEETINGS.

10. In Regulation 4 of Part II the words "save as herein otherwise provided" shall be deemed to be omitted.

11. In Paragraph (b) of Regulation 58 of Part I for the word "three" there shall be deemed to be substituted the word "two" and in paragraph (c) of the said Regulation for the words "one tenth" there shall be deemed to be substituted the words "one-twentieth."

12. Subject and without prejudice to any provisions of the Act requiring the holding of a general meeting for the purpose of passing a resolution, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed as an ordinary resolution at a general meeting of the Company duly convened and held.

DIRECTORS.

13. The number of the Directors shall not be more than ten, or less than two.

14. The first Directors of the Company shall be Jerrold Arthur Drexel and Barbara Helen Drexel.

15. 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.

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such term, and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not, while holding that office, be subject to retirement either at the first Annual General Meeting or by rotation, or be taken into account in determining the rotation of retirement of Directors nor shall he be subject to the provisions of Article 21 relating to the removal of a Director; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a Director.

17. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 or Section 184 of the Act.
- (3) If he absents himself from three consecutive meetings of the Directors without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (5) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (6) If he is found lunatic or becomes of unsound mind.

18. No Director or intending Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established. A Director shall be at liberty to vote in respect of any contract or arrangement in which he is so interested as aforesaid. The nature of the interest of any Director in any such contract or transaction shall be disclosed by him in the manner prescribed by Section 199 of the Act.

19. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

20. In Regulation 78 of Part I the words "unless the Company otherwise direct" shall be deemed to be omitted.

21. Subject as provided by Article 16 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 an Ordinary Resolution appoint another person in his stead; the person so appointed 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.

SECRETARY.

^{22.}
The first Secretary of the Company shall be Harold James Rouvray.

Jm
bal

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

James William Herbert Martin.
47 Queenswood Road.
Forest Hill.
London. S.E. 23. A.C.A.
(Chartered Accountant).

Brian Arnold Gee.
29 Pine Hill,
Epsom,
Surrey.
F.C.A. (Chartered Accountant).

Dated the 28th day of September, 1965.

Witness to all the above Signatures—

Harold James Courray,
16, Wandale Road,
Fackbridge,
Surrey.
Company Secretary.

DUPLICATE FOR THE FILE.

No. 873028



Certificate of Incorporation

I Hereby Certify that

DREXEL EQUIPMENT (U.K.) LIMITED

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

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

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by }

Date