

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.

SENIOR ECONOMISERS

LIMITED

Witnessed by

SLAUGHTER AND MAY (FWE)

18 AUSTIN TRIARS,

LONDON, E.C.2

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;
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.

SOLE AGENTS REPRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

21 FEB 1966

I, FREDERICK WALTER EDMONDS

of 18 Austin Friars in the City of London

(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 SENIOR ECONOMISERS ✓

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 17 Popesquare
Avenue in the City
of London
the 17th day of February
one thousand nine hundred and sixty-
six.

F. W. Edmonds

Before me,

James H. H. H.

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

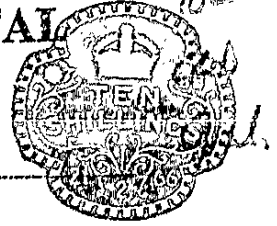
Number of
Company

873143

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF



SENIOR ECONOMISERS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1896, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £100

Signature

Slaughter and May

Description Solicitors to the Company

Dated the

17th

day of

February

1966

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 in excess 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 connection with the formation.

Printed by

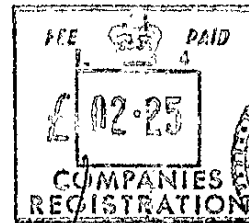
SLAUGHTER AND MAY (FWE)

18 AUSTIN FRIARS, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

192 Fleet Street, E.C.4; 2 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 100 Strand, W.C.2; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

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THE COMPANIES ACT, 1948

CH 1/2/5/-

COMPANY LIMITED BY SHARES

7 JAN 1966

Memorandum of Association

OF

SENIOR ECONOMISERS LIMITED

1. The name of the Company is "SENIOR ECONOMISERS LIMITED". ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:—
 - (1) To carry on all or any of the trades or businesses of iron foundry, mechanical engineers, manufacturers of heat exchangers, fuel economisers, waste heat recovery plant, feed water heaters, air heaters, steam generators, agricultural implements and other machinery and articles incidental thereto, tool-makers, brass-founders, metal-workers, boiler-makers, mill-wrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers and merchants, 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 trade or business (manufacturing or otherwise) which may seem to the Company capable of being conveniently 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.

- (2) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing businesses of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (3) To undertake and execute any contract for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (4) To manufacture and produce and, either as principals or agents, to trade and deal in, any apparatus, appliances and things belonging to or capable of being used in connection with any of the aforesaid businesses.
- (5) To conduct or promote or participate in tests, experiments and research work of any nature connected, directly or indirectly, with any of the businesses aforesaid, or which may be thought likely, directly or indirectly, to benefit the Company, and to conduct or promote or participate in chemical researches and tests, and to carry on the business of analysts, chemists and assayers.
- (6) To carry on all or any of the businesses of ship and barge owners, shipbuilders, lightermen, wharfingers, owners of depositories, warehousemen, storekeepers and warehousekeepers, carriers by land, sea and air, and haulage contractors.
- (7) To purchase, take on lease or tenancy, hire or otherwise acquire for any estate or interest, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any real or personal property and rights of all kinds and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns and undertakings and claims, privileges and choses in action of all kinds.
- (8) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business, whether manufacturing or

otherwise, which may seem to be capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.

- (9) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (10) To purchase or otherwise acquire, take over, undertake and carry on, wholly or in part for cash or shares or otherwise howsoever, and as a going concern or otherwise, all or any part of the business, property, goodwill, assets and liabilities of any person or company.
- (11) To establish or promote, or concur or participate in establishing or promoting, any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered likely to advance, directly or indirectly, the objects of this Company or the interests of its Members.
- (12) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or co-operate or participate in any way with any company or person carrying on or proposing to carry on any business within the objects of this Company; to form, constitute and promote companies, syndicates, associations and undertakings of all kinds, and to secure by underwriting or otherwise the subscription of any part of the capital of any such company, syndicate, association or undertaking, and to pay any commission, brokerage or other remuneration in connection therewith.
- (13) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest,

dividends, securities, moneys or shares or the performance of contracts, obligations or engagements by or of any other company or person including in particular (but without prejudice to the generality of the foregoing) the payment of money or the performance of contracts or other engagements or obligations by any company which is the Company's holding company or another subsidiary of the Company's holding company, and for the purposes aforesaid to mortgage or charge the undertaking and all or any of the property and assets, present and future, and uncalled capital of the Company; and to give indemnities of any kind.

- (14) To advance, lend or deposit money, securities and property to or with such company or person, and on such terms, as may seem expedient.
- (15) To draw, make, accept, endorse, negotiate, execute and issue, and to discount, buy, sell and deal in promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- (16) To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, waterworks, wharves, warehouses, electric works, gas works, factories, shops, stores and other works and conveniences which may seem calculated, directly or indirectly, to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (17) To receive from any Member or Members, Director or Directors, employee or employees of the Company, money or securities on deposit at interest or for safe custody or otherwise.
- (18) 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 or stock in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments
- (19) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such

manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture stock (perpetual or otherwise), or other securities of any description; and to issue any of the Company's shares, stock, securities or other obligations for such consideration (whether for cash, services rendered or property acquired or otherwise) and on such terms as may be thought fit.

- (20) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.
- (21) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise, and in particular to act as depositary of any shares or securities of, and as agents and brokers for the investment, loan, payment, transmission or collection of money, and the purchase, sale, improvement or development and management of property for, any company or person and to undertake and perform sub-contracts.
- (22) To distribute among the Members of the Company in specie any property of the Company
- (23) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (24) To remunerate any company or person for services rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any of the shares in the Company's capital or any debentures, debenture

stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (25) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its Members, and to oppose any such steps taken by any other company or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.
- (26) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (28) To grant pensions, gratuities or loans to any employees or ex-employees (which expression shall include a Director) of the Company or its predecessors in business, or the relatives, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (29) To act as secretaries, managers, registrars or transfer agents for any other company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
- (31) To do all or any of the things or 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 it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to

include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 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>Trevor Copley 18 Austin Friars London E.C.2. Solicitor</p>	<p>One</p>
<p>J. B. Willis. 18, Austin Friars, London E.C.2. Solicitor</p>	<p>One</p>

DATED the 17th day of February, 1966.

WITNESS to the above Signatures:—

J. E. Haisell.
18 Austin Friars,
London, E.C.2.
Secretary.

873143 / 4



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

7 MAR 1966

SENIOR ECONOMISERS LIMITED

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

PRIVATE COMPANY

2. Clauses 24 and 53 of Part I and Clause 1 of Part II of Table A shall not apply.

SHARES

3. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. Subject as hereinafter provided, all unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

DIRECTORS

5. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. Clause 75 of Part I of Table A shall be construed accordingly.

6. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

7. A Director need not be a Member of the Company and Clause 77 of Part I of Table A shall not apply.

8. The proviso to Clause 79 of Part I of Table A shall not apply.

9. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Clause 84 of Part I of Table A shall be construed accordingly.

10. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

11. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Clause 88 of Part I of Table A) hold office until he is removed pursuant to Article 10. Clauses 89 to 97 (inclusive) of Part I of Table A shall not apply.

NOTICES

12. A notice sent by post shall be deemed served at the time when the same was posted and Clause 131 of Part I of Table A shall be construed accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Levor Opley
 18 Austin Friars
 London E.C.2
 Solicitor.

~~John~~ Williams,
 18, Austin Friars,
 London E.C.2.
 Solicitor. /

DATED the 17th day of February, 1966.

WITNESS to the above Signatures:—

J. E. Hassell
 18 Austin Friars
 London, E.C.2
 Secretary

C.173

DUPLICATE FOR THE FILE.

No. 873143



Certificate of Incorporation

I Hereby Certify that

SENIOR ECONOMISERS LIMITED

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

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

L.S. Whisfield.

Assistant Registrar of Companies.

Certificate
received by

Sloughing & Co

Date

7 MAR 1966