

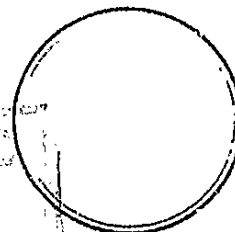
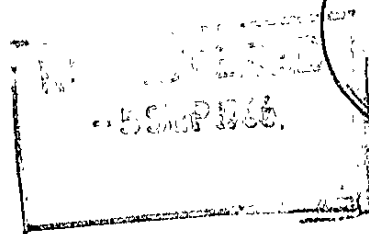
No. of Company.....

886981



Form No. 41.

THE COMPANIES ACT, 1948.



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).

Insert the
Name of
the Company }

FREERANGE COMPANY
LIMITED.

Presented for registration by

Rydal Company Formations Ltd.,
Portland House,
73 Basinghall Street,
E.C.2.

RYDAL REGISTRARS AND SECRETARIES LIMITED
PORTLAND HOUSE
73 BASINGHALL STREET
LONDON, E.C.2

I, PETER FREDERICK CAMPKIN
of 211 Rydal Drive, Bexleyheath, Kent.

Do solemnly and sincerely declare that I am ("

(a) Here insert:
"A Solicitor of the
"Supreme Court"
"or in Scotland
"A Solicitor") "en-
"gaged in the for-
"mation or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

... A Person named in the Articles of Association
as the Secretary

of FREERANGE COMPANY

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 Portland House,
73 Basinghall Street,
E.C.2.

the 22nd day of August, 1966

Before me

Charles Ruben

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

P. F. Campkin

This margin is reserved for binding and should not be written across.

No. of Company **886981** / 2

Form No. 25

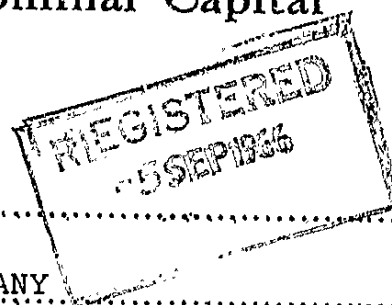
THE STAMP ACT, 1891
(54 & 55 Vic., Ch. 39).

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF



FREERANGE COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act, 1933.

NOTE:—The Stamp Duty on the Nominal Capital is Ten Shilling 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.

Presented for registration by

Rydal Company Formations Ltd.,

Portland House, 73 Basinghall Street, E.C.2.

RYDAL REGISTRARS AND SECRETARIES LIMITED
PORTLAND HOUSE
73 BASINGHALL STREET
LONDON, E.C.2

THE NOMINAL CAPITAL

OF

.....
..... FREERANGE COMPANY

..... Limited,

is £.....100....., divided into100.....

Shares of£1..... each.

*Signature.....

Secretary

Officer.....

Dated the22nd..... day ofAugust,.....19.66.....

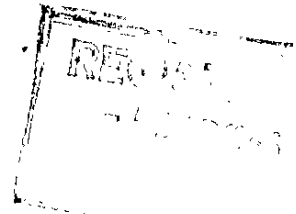
.....
*This Statement should be signed by an Officer of the Company.

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

THE COMPANIES ACT, 1948.

886981/3

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

FREERANGE COMPANY LIMITED

1. The name of the Company is "FREERANGE COMPANY LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for wh ch the Company is established are:-
 - (A)
 - (1) To carry on business as petroleum, oil and fuel merchants, colliery proprietors, colliery mineral agents, coal and coke importers and exporters, shippers and factors, shipowners and lightermen, dock, wharf and quay owners, wharfingers, warehouse proprietors, patent fuel manufacturers, carriers, hauliers and cartage contractors, garage proprietors, taxicab and motor coach and omnibus proprietors, jobmasters, quarry owners, lighting, heating and ventilating engineers, suppliers of building and decorating materials, wireless goods dealers and exporters and importers of, and dealers in, goods and produce generally, whether manufactured or not.
 - (2) To construct, erect, equip and carry on as the Company may from time to time think fit, motor garages and motor coach stations with all usual or convenient buildings, petrol and oil pumps, plant machinery, articles and things.
 - (3) To undertake and execute any agency or commission, and to act generally as agents, factors and brokers for the sale or purchase of goods and to advance and borrow money, negotiate loans, and lend money for any purpose or object, with or without security, including the blending of money to finance hire purchase agreements in respect of any property or assets.

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) 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 declared that the foregoing sub-clauses shall be construed independently of each other 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 £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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
--------------------------------------------------	-------------------------------------------

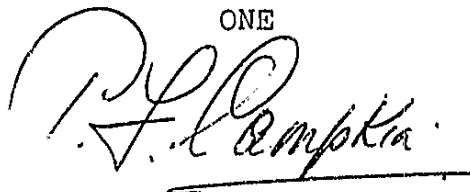
Peter Frederick
Campkin

211 Rydal Drive,

Bexleyheath, Kent.

Company Director and
Secretary.

ONE



Margaret Campkin

211 Rydal Drive,

Bexleyheath, Kent.

Company Director

ONE



. DATED the 22nd day of August 1966

WITNESS to the above signatures :-

William Sydney Kerridge,
213 Rydal Drive,
Bexleyheath, Kent.

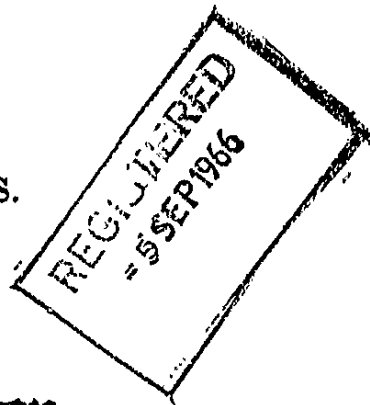


Silversmith.

THE COMPANIES ACT, 1948.

886981

COMPANY LIMITED BY SHARES.



Articles of Association

OF

FREERANGE COMPANY LIMITED

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 in Part II of Table A shall accordingly apply to the Company.

SHARES

3. 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.

LIEN

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.

GENERAL MEETING

5. 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.

6. 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

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

9. 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.

10. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointer or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

BORROWING POWERS

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

SECRETARY

12. The first Secretary of the Company shall be Peter Frederick Campkin.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter Frederick Campkin,
211 Rydal Drive,
Bexleyheath, Kent.
Company Director and Secretary.

P. F. Campkin

Margaret Campkin,
211 Rydal Drive,
Bexleyheath, Kent.
Company Director.

M. Campkin

DATED the 22nd day of August 19 66

WITNESS to the above signatures :-

William Sydney Kerridge,
213 Rydal Drive,
Bexleyheath, Kent.
Silversmith.

W. S. Kerridge

We certify that this was produced by a Gestetner 366.

M. L. Sample

C.173

DUPLICATE FOR THE FILE.

No. 886981



Certificate of Incorporation

I Hereby Certify that

FREERANGE COMPANY LIMITED

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

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

Assistant Registrar of Companies.

Certificate
received by

Date 5/9/66

No. 886981 *114*

THE COMPANIES ACTS 1948 to 1967

Re
RESOLUTION

of

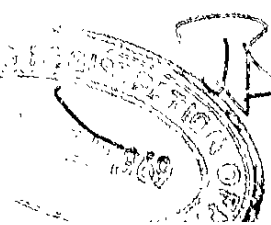
FREERANGE COMPANY LIMITED

Passed 9th September 1969

At an Extraordinary General Meeting of the Members of the above-named Company held at 1 Bank Buildings Princes Street London E.C.2. on 9th September 1969 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the regulations set forth in the printed document produced to the Meeting and signed by the Chairman thereof for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company

D. S. Hop


The following Articles were adopted
by Special Resolution passed on the
9th day of September 1969 in place
of all previous Articles or Regula-
tions of the Company.

2

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

FREERANGE COMPANY LIMITED

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948 and, subject as hereinafter provided, the Regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter respectively referred to as "Table A, Part I" and "Table A, Part II") shall apply to the Company.
2. The following Regulations of Table A, Part I and Table A, Part II, shall be altered, modified, omitted or replaced in the manner and to the extent set opposite to the same respectively:-

No. of Regulation in Table A, Part I	Alteration, modification, omission or substitution	Extent of alteration, modification, omission or substitution
2	Omit	The whole Regulation.
11	Omit	The words "(not being a fully paid share)" and the words "(other than fully paid shares)".

No. of Regulation in Table A, Part I	Alteration, modification, omission or substitution	Extent of alteration, modification, omission or substitution
24	Omit	The whole Regulation.
52	Omit	The words "the appointment of, and".
53	Omit	The whole Regulation.
58	Insert	The words "or not carried by a particular majority" after the words "or lost".
71	Omit	The whole Regulation.
75	Substitute	Article 4 for the whole Regulation.
77	Substitute	Article 5 for the whole Regulation.
78	Insert	The words "in General Meeting" after the words "unless the Company".
79	Omit	The whole proviso.
84	Insert	The words "and subject to such disclosure, a Director may vote in respect of any contract or arrangement in which he is interested and he shall be reckoned for the purpose of constituting a quorum of Directors" at the end of paragraph (1).
84	Omit	Paragraph (2).
86	Omit	The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose".
88	Substitute	Article 6 for the whole Regulation.
89 to 93 inclusive	Omit	The whole Regulations.
94	Omit	The words "and may also determine in what rotation the increased or reduced number is to go out of office".

No. of Regulation in Table A, Part I	Alteration, modification, omission or substitution	Extent of alteration, modification, omission or substitution
--------------------------------------	----------------------------------------------------	--------------------------------------------------------------

95	Omit	The last sentence beginning "Any Director so appointed".
96 and 97	Substitute	Article 7 for the whole Regulations.
106	Insert	The sentence "Such resolution may consist of several documents in the like form each signed by one or more of the Directors" at the end of the Regulation.
107 to 109 inclusive	Omit	The whole Regulations.
131	Omit	The words "in the case of a notice of a meeting" and all the words after "the letter containing the same is posted".
135	Insert	The words "with the like sanction" immediately before the words "determine how such division".

No. of Regulation in Table A, Part II	Alteration, modification, omission or substitution	Extent of alteration, modification, omission or substitution
---------------------------------------	----------------------------------------------------	--------------------------------------------------------------

1	Omit	The whole Regulation.
5	Substitute	Article 9 for the whole Regulation.
6	Omit	The whole regulation.

3. The share capital of the Company is £100 ✓
divided into 100 shares of £1 each. The shares in the original share capital of the Company, and any new shares subsequently created shall be at the disposal of the Directors who may allot or otherwise dispose of them subject to Regulation 2 of Table A, Part II to such persons at

such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two nor more than ten in number. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

5. A Director shall not be required to hold any share qualification.

6. The office of a Director shall be vacated:-

- (a) If by notice in writing to the Company he resigns his office as Director.
- (b) If he becomes bankrupt or enters into any arrangement with his creditors.
- (c) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (d) If he becomes of unsound mind.
- (e) If he be requested in writing by all his co-Directors to resign.

7. The Company may by Extraordinary Resolution or, pursuant and subject to the provisions of Section 184 of the Act, by Ordinary Resolution remove any Director and may by an Ordinary Resolution appoint another person in his stead.

8. There shall not be any age limit for Directors and Section 185, Sub-sections (1) to (G) of the Act, shall not apply to the Company.

9. A resolution in writing signed by all the Members entitled to attend and vote at a General Meeting of the Company shall be as valid and effectual as if it had been passed at a Meeting of the Members duly convened but this shall not apply to a resolution in respect of any matter which by the Act is directed to be dealt with by the Company in General Meeting.

10. (a) Any Director may at any time appoint any person approved by the Board (such approval not to be unreasonably withheld) to be an alternate Director of the Company, and may 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 for acting as such. Every person acting as such. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. 6

(b) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

(c) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

(d) All appointments and removals of alternate Directors shall be effected by writing under hand of the Director making or revoking such appointment left at the registered office of the Company.

11. The Directors may from time to time appoint one or more of their number to the office of Managing Director, or to any other office (except that of Auditor) or employment under the Company, for such period and on such terms as they think fit, and may also continue any person appointed to be a Director in any other office or employment held by him before he was so appointed. A Director (other than a Managing Director) holding any such other office or employment is herein referred to as "an Executive Director".

12. A Director appointed to the office of Managing Director shall (subject to the provisions of any contract

between himself and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases from any cause to be a Director he shall ipso facto cease to be a Managing Director.

13. The tenure of the office or employment by virtue of his holding whereof a Director is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors.

14. The remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Directors and may be of any description, and (without limiting the generality of the foregoing) may include admission to, or continuance of, membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependents, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

15. The Directors may entrust to and confer upon a Managing Director or Executive Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and, in the case of a Managing Director, either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw alter or vary all or any of such powers.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

FREERANGE COMPANY LIMITED

THE COMPANIES ACTS 1948 to 1967

010.00

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

FREERANGE COMPANY LIMITED

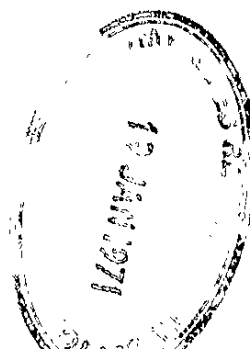
At an Extraordinary General Meeting of the above-named Company duly convened and held at 2 Broad Street Place, London E.C.2. on Thursday 14th January 1971 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"That the name of the Company be changed to Ultra Fuel Limited."

P. L. Rowe

.....
Director





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 886981

19

I hereby certify that

FREERANGE COMPANY LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

ULTRA FUEL LIMITED

Given under my hand at London the

25TH JANUARY 1971.


(F. L. KNIGHT)

Assistant Registrar of Companies

Φ

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ULTRA FUEL LIMITED

Passed 25th November 1976

duy to care

At an Extraordinary General Meeting of the Members of the above-named Company held at 2 Broad Street Place London E.C.2. on 25th November 1976 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to Charing Hill Service Station Limited.

Russell Limebeer

Secy. & Admin



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 886981

34

I hereby certify that

ULTRA FUEL LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

CHARING HILL SERVICE STATION LIMITED

Given under my hand at Cardiff the **23RD DECEMBER 1976**

D.A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies



27

Pursuant to section 29(8) of the Companies Act 1967
as amended by the Companies Act 1976



To the Registrar of Companies

Company number

48

886981

Name of company

CHARING HILL SERVICE STATION

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

4th FLOOR, PEMBROKE HOUSE, 40, CITY ROAD, LONDON EC1Y 2AQ

Signed

Henri Linsden

~~SECRETARIES~~
~~Director [Secretary]~~† Date

150

Presentor's name, address and
reference (if any): RNF.
ULTRAMAR COMPANY LIMITED
4th FLOOR. 40 CITY ROAD.
LONDON EC1Y 2AQ.

For official use
General section

|Postroom





THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

149

886981

Name of company

CHARING HILL SERVICE STATION

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

4th FLOOR, PEMBROKE HOUSE, 40, CITY ROAD, LONDON EC1Y 2AQ

In lieu of*

2, BROAD STREET PLACE, LONDON EC2M 7EP.

where it was previously kept

*delete as
appropriate

Signed

James L. L. L.

Secretaries.

{Director} {Secretary}† Date

10 AUG 1981

Presenter's name, address and
reference (if any): RNF.

ULTRAMAR COMPANY LIMITED
TRANSFER OFFICE.
40, CITY ROAD,
LONDON EC1Y 2AQ

For official use
General section

Postroom



53

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

RESOLUTION OF
CHARING HILL SERVICE STATION LIMITED

Passed 12th May 1982

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Morgan House, 1 Angel Court, London EC2R 7AU on Wednesday, the 12th day of May 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association in the form contained in the printed document submitted to this Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



Chairman



ARTICLES OF ASSOCIATION of
CHARING HILL SERVICE STATION LIMITED

As at 12 May 1982



Chairman
The Companies Acts 1948
to 1981
Company Limited by Shares
No. 886981

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A, Part I (but not Part II) in the First Schedule to the Companies Act 1948 as amended - including regulations 4, 11, 53, 54, 58, 79 (except the proviso thereto), 80, 116, 128 and 129 as amended and regulations 73A and 128A - (in these Articles referred to as "Table A") shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulations 10 and 75; the proviso to regulation 79; paragraphs (2) and (4) of regulation 84; in regulation 46 and the proviso to regulation 128: the word "fund"; in regulation 69: the words "not less than 48 hours" and "not less than 24 hours"; in regulation 86: the words which follow paragraph (c); in regulation 88(a): the words "or 185".

SHARES

3. (1) Subject to the provisions of the Companies Act 1980 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant



options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

(2) The Company is a private company and accordingly:

(a) no shares in or debentures of the Company may be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public, provided that sections 45(2) and 55 of the Companies Act 1948 shall apply for the purposes of this Article as they apply for the purposes of that Act;

(b) the Company shall not have power to issue share warrants to bearer.

DIRECTORS

4. (1). Unless and until otherwise determined by ordinary resolution of the Company, the number of directors shall not be less than two.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

ALTERNATE DIRECTORS

5. (1) Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.

(2) An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(3) An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall (subject to Article 8) count as only one for the purpose of determining whether a quorum is present.

INTEREST OF DIRECTORS

6. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

APPOINTMENT AND REMOVAL OF DIRECTORS

7. (1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment

or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 7.(1).

(3) While the Company is a subsidiary, regulations 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8. (1) A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held.

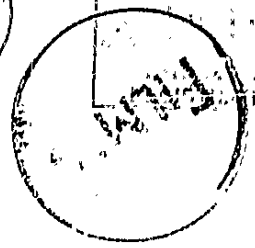
(2) For the purposes of determining whether there exists the quorum fixed by or in accordance with regulation 99 of Table A as that necessary for the transaction of the business of the directors, there shall be counted in the quorum (a) in the case of a resolution agreed by directors in telephonic

communication, all such directors and (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting.

No: 886981

56

£40



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

RESOLUTION OF
CHARING HILL SERVICE STATION LIMITED

Passed 11th June 1982



At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at Morgan House, 1, Angel Court, London EC2R 7AU on Friday, the 11th day of June 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the name of the Company be changed to Quickfill Cards Limited.



Lloyd

£50

002741

R.C. SUNDT.
DIRECTOR.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 886981

57

I hereby certify that

CHARING HILL SERVICE STATION LIMITED

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

QUICKFILL CARDS LIMITED

Given under my hand at Cardiff the

20TH JULY 1982

Assistant Registrar of Companies



THE COMPANIES ACTS 1948 TO 1976

Form No. 27

27

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

89

886981

Name of company

QUICKFILL CARDS

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

MORGAN HOUSE, 1 ANGEL COURT LONDON EC2R 7AU.

delete as appropriate

Signed

TJH

~~[Director]~~ [Secretary] † Date

Presenter's name, address and reference (if any): TJH

ULTRAMAR PLC
MORGAN HOUSE,
1, ANGEL COURT,
LONDON EC2R 7AU

For official use
General section

Post room



G

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

THE COMPANIES ACTS 1948 TO 1976
**Notice of place where register of
members is kept or of any change
in that place**

Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976

Form No. 103

103

To the Registrar of Companies

For official use

Company number

[160]

886981

Name of company

QUICKFILL CARDS

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

MORGAN HOUSE, 1 ANGEL COURT, LONDON EC2R 7AU

In lieu of*

PEMBROKE HOUSE, 40, CITY ROAD, LONDON EC1Y 2AQ

where it was previously kept

Signed

TJH

[Director] [Secretary]† Date

Presentor's name address and
reference (if any) TJH.
ULTRAMAR PLC
MORGAN HOUSE,
1, ANGEL COURT.
LONDON EC2R 7AU

For official use
General section

Post room



*delete as
appropriate

COMPANY NO. 0086981

65

THE COMPANIES ACTS 1948-1981

COMPANY LIMITED BY SHARES

RESOLUTION

OF

QUICKFILL CARDS LIMITED

Passed 30th May, 1984

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Morgan House, 1 Angel Court, London EC2R 7AU on Wednesday, the 30th day of May 1984, the following Resolution was passed as a SPECIAL RESOLUTION:-

That in accordance with Section 12 Companies Act 1981 Auditors shall not be appointed.

J.F.M. Auld
Chairman

CERTIFIED TRUE COPY

Y. Hunt

SECRETARY

19.6.84



G

COMPANIES FORM No. 225(2)

**Notice by an holding or subsidiary
company of new accounting
reference date given after the end
of an accounting reference period**

225(2)

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

886981

Name of company

* QUICKFILL CARDS LTD

* insert full name
of company

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 4 overleaf
before completing
this form

Day Month

3 0 0 6

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 0 0 6 1 9 8 8

† delete as
appropriate

The company is a [subsidiary] ~~holding company~~† of KUWAIT PETROLEUM (GB)
LIMITED

_____, company number 762360

the accounting reference date of which is 30.06

Signed

John Kate

[Director] [Secretary]† Date 29.1.88

Presentor's name address and
reference (if any):

For official Use
General Section

Post room

0.1.88

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS



COMPANY NUMBER 886981

COMPANY NAME QUICKFILL CARDS LTD

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at :

BURGAN HOUSE, THE CAUSEWAY

STAINES, MIDDLESEX TW18 3PA

on the 8th day of JULY 19 91

the following Special Resolution was duly passed :

That the name of the Company be changed to :

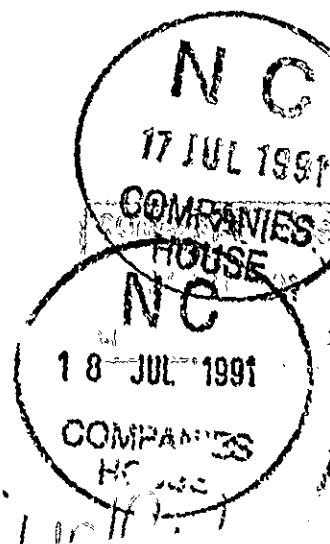
NEW NAME THE THAMES CHEMICAL AND STORAGE COMPANY LIMITED

Signature 
Secretary

NB. The name and address to which the certificate is to be sent is:-

Mr R H Stidwell
Kuwait Petroleum (GB) Ltd
Burgan House
Staines
Middlesex TW18 3PA

NC 19 (1985)



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 886981

I hereby certify that

QUICKFILL CARDS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE THAMES CHEMICAL AND STORAGE COMPANY
LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22 JULY 1991

A handwritten signature in cursive script, reading 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer