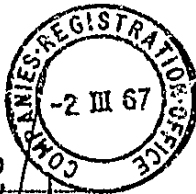
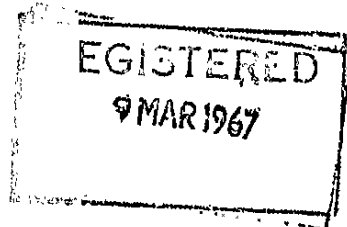


Number of
pany

900322



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.

ALFRED H. KNIGHT

LIMITED

Presented by

Document Filer's Reference

Simpson, North, Harley & Co.,

1 Water Street,

Liverpool 2.

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

I, Alexander James Bryce Cooper

of 1 Water Street in the City of Liverpool

(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 Alfred H. Knight

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 1 Rumford
Street
in the City of Liverpool
the 28th day of February
one thousand nine hundred and sixty-
seven

Alex. J. B. Cooper

Before me,

George Sinclair

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.

Number of } 3000000 / ✓
Company }

10/

STATEMENT OF THE NOMINAL CAPITAL

OF

REGISTERED

9 MAR 1967

ALFRED H. KNIGHT



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 £ 100

Signature

John F. Knight

Description Director

Dated the 28th day of February 1967

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

Document Filer's Reference.....

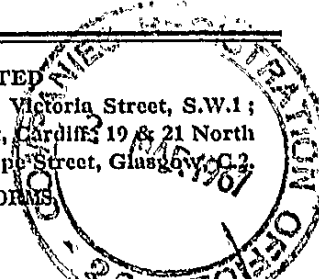
Simpson, North, Harley & Co.,

1 Water Street, Liverpool 2.

Form No. 25

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, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



GD 10/



900322

3

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

Alfred H. Knight Limited

1. The name of the Company is "ALFRED H. KNIGHT LIMITED."

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

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

(a) To acquire and take over as a going concern and carry on the business of Metallurgical and Consulting Chemists, Assayers and Samplers now carried on by John Frederick Leslie Knight at 51-55 Highfield Street in the City of Liverpool under the style of "ALFRED H. KNIGHT," together with all or any of the real and personal property and assets of the proprietor of that business used in connection therewith or belonging thereto.

(b) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Merchants, Brokers, Agents, Factors, Importers, Exporters, Dealers, Processors, Refiners, Manufacturers, Manipulators, Blenders, Storers and Warehouseurs of and in all kinds of ferrous and non-ferrous metals and metal products and all kinds of ores and all kinds of organic and in organic chemicals and chemical products.

Handwritten signature or mark.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, trade marks, designs, *protections*, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration

for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (h) 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.
- (i) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (l) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other 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, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (n) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which

the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation, 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.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and

to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) 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 hereof, 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.

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
<i>John, Frederick, Leslie Knight.</i> <i>Wingford Cottage,</i> <i>Bentley Heath Lane</i> <i>Willaston, Warrington</i> ✓ <i>Cheshire.</i> <i>Metallurgical & Consulting Chemist.</i>	<i>one.</i>
<i>Kenneth Alexander Stewart.</i> <i>48 Buttermere Road</i> <i>Liverpool 16.</i> ✓ <i>Chemist</i>	<i>One.</i>
TOTAL SHARES TAKEN	<i>Two</i>

Dated the 28th day of February 1967.

Witness to the above signatures:—

Alexander James Bryce Cooper ✓
1 Water Street,
Liverpool, 2.
Solicitor

900322/4

GD
10/REGISTERED
9 MAR 1967

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

**Articles of Association**

OF

Alfred H. Knight 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 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £100, divided into 100 shares of £1 each.

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

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

GENERAL MEETINGS.

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

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

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than eight.

9. The following persons shall be the first Directors of the Company : John Frederick Leslie Knight and Kenneth Alexander Stewart. They shall be Permanent Directors of the Company and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A ; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director. While he holds the office of Permanent Director, John Frederick Leslie Knight shall be the Chairman of the Board of Directors.

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

11. 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.

WINDING UP.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John, Frederick, Leslie Knight,
Wingford Cottage,
88 Rinty Heath Lane,
Willaston-in-Waral, ✓
Cheshire.

Metallurgical & Consulting Chemist.

✓ Kenneth Alexander Stewart.
48 Buttermere Road. ✓
Liverpool 16

Chemist

Dated the 28th day of February 1967.

Witness to the above signatures:—

Alexander James Bryce Cooper ✓
1 Water Street,
Liverpool, 2.
Solicitor.

C. 173

DUPLICATE FOR THE FILE.

No. 900322



Certificate of Incorporation

I Hereby Certify that

ALFRED H. KNIGHT LIMITED

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

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

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

Date **P** 9 MAR 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

blanks in
g may be
writing.

ALFRED H. KNIGHT

LIMITED

Passed 23rd June, 1967.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 51-55 Highfield Street, Liverpool 3.

on the 23rd day of June, 1967, the subjoined Special Resolution was duly passed, viz.:—

RESOLUTION

That the capital of the Company be increased from £100 to £20,000 by the creation of 19,900 Shares of £1 each

The Special Resolution must be printed in this space, and be signed by or on behalf of the Company, except in the case of an ordinary private company when it may be typed. See s. 141 (1) and Note



Signature *John H. Knight*
Chairman

To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

The Solicitors' Law Stationery Society, Limited
101-102 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 40 Bedford Row, W.C.1; 6 Victoria Street, E.C.1; 42 Lincolns Inn, W.C.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; 157 Hope Street, Glasgow, C.2.



Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him :

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since* March 1967

Dated this 23rd day of June, 1967

John H. Knight
Director.
William J. Short
Secretary.

* NOTE.—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

ALFRED H. KNIGHT

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 Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

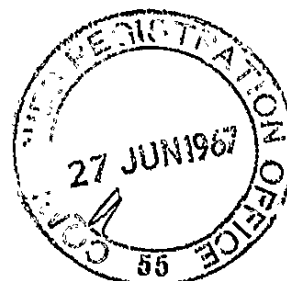
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Simpson, North, Harley & Co.,

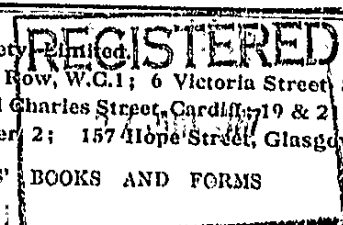
1 Water Street,

Liverpool 2.



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 & 2; North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

Alfred H. Knight

Limited

has by a Resolution of the Company dated
23rd June 1967 been increased by
the addition thereto of the sum of £ 19 900,
divided into :—

19 900 Shares of £1 each

~~Shares of _____ each~~

beyond the registered Capital of £100

Signature

John F. H. Knight

(State whether Director or Secretary) Director

Dated the

23rd

day of

June

1967

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

Number of
company } 900322



Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
company

Alfred H. Knight

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

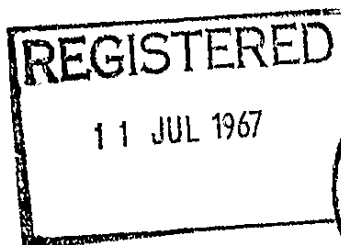
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Simpson, North, Harley & Co.,

1, Water Street,

Liverpool, 2.



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;
5 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

To THE REGISTRAR OF COMPANIES.

Alfred H. Knight Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * Special
Resolution of the Company dated the 23rd day of June 1967
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 19,900 beyond the Registered Capital
of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>19,900</u>	<u>Ordinary</u>	<u>£1</u>

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—
Pari passu with the existing Shares

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director } Director
or Secretary }

Dated the

23rd

day of

June

1967

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



60239

717

J. Simpson, North, Hanley & Co.
1, Water St.
Liverpool, 2

Agreement is made the *Twenty third* day of
One thousand nine hundred and sixty-seven
JOHN FREDERICK LESLIE KNIGHT of Wingford

Cottage Benty Heath Lane Willaston Wirral in the
County of Chester carrying on business as
Metallurgical and Consulting Chemists Assayers and
Samplers at 51-55 Highfield Street in the City of
Liverpool under the style or firm of Alfred H. Knight
(hereinafter called "the Vendor") of the one part and
ALFRED H. KNIGHT LIMITED whose registered office is
situate at 51-55 Highfield Street aforesaid

(hereinafter called "the Company") of the other part
W H E R E A S the Company was on the Ninth day of
March One thousand nine hundred and sixty-seven duly
incorporated under the Companies Act 1948 as a
Private Limited Company with a nominal capital of
One hundred pounds divided into One hundred Shares of
One pound each and having as one of its objects the
acquisition and management of the said business of
the Vendor

A N D W H E R E A S the nominal capital of the
Company was on the *Twenty third* day of June One
thousand nine hundred and sixty-seven increased to
Twenty thousand pounds

IT IS HEREBY AGREED AS FOLLOWS:-

1. THE Vendor will sell and the Company will
purchase the said business of the Vendor as a going
concern as from the First day of June One thousand
nine hundred and sixty-seven and such of the assets
thereof as are set out in the Schedule hereto and
(save as hereinafter mentioned) all other property
and assets belonging to the Vendor in the said
business

THERE is excepted and reserved out of the

REGISTERED
12 JUL 1967

392
12 JUL 67

assets hereby agreed to be sold as aforesaid all cash in hand and at the banks

3. THE Company shall accept such title as the Vendor has to the freehold properties included in the sale without investigation

4. THE consideration for the said sale is the sum of Thirty-seven thousand Four hundred and eight pounds (being the total of the values shown in the said Schedule in respect of the assets set out therein) and the same shall be satisfied by the issue to the Vendor of Eighteen thousand Seven hundred and four Shares of One pound each in the capital of the Company credited as fully paid-up at a premium of One pound per Share

5. THE Vendor shall pay satisfy and discharge all the debts and liabilities of the Vendor in respect of the said business subsisting on the First day of June One thousand nine hundred and sixty-seven (including the Mortgage debt owing in respect of the freehold property 1 Lodge Road Pelsall Walsall in the County of Stafford) and shall indemnify the Company from all actions proceedings claims and demands in respect thereof

6. THE purchase shall be completed on the ~~seventh~~ day of July One thousand nine hundred and sixty-seven at the offices of Messrs. Simpson North Harley and Company Solicitors for the Vendor at which time and place the Company shall hand to the Vendor a Certificate for the said Shares and the Vendor and all other necessary parties shall execute and do all such deeds and things as may be necessary for effectually vesting the said business and premises in the Company

7. UNTIL actual completion the Vendor shall carry

on the said business as a going concern on behalf of the Company and shall account to and be indemnified by the Company accordingly

8. THE Vendor hereby appoints the Company and its substitutes to be his attorney for executing and giving and signing all documents and for perfecting any registration and for the giving of all notices on behalf of the Vendor for carryin; into effect the said sale and in respect of all the assets of the said business

9. THE Company undertakes that Leslie Knight shall continue to be employed as a Consultant in the said business

10. THE Company shall file this Agreement and any return or further Agreement that may be necessary with the Registrar of Companies pursuant to Section 52 of the Companies Act 1948 within the time therein prescribed

IN WITNESS whereof the Vendor has hereunto set his hand and seal and the Company has caused its Common Seal to be hereunto affixed the day and year first before written

The Schedule before referred to

The goodwill and benefit of all subsisting contracts	£. s. d. ----- . . .
Freehold properties:-	
71 Beech Road, Elloughton, Brough, Yorkshire	3228. 0. 0.
2 Berryfields, Aldridge, Staffordshire	2881. 0. 0.
1 Lodge Road, Pelsall, Staffordshire	2650. 0. 0.
At Jos, Nigeria	2765. 0. 0.
Tenancy of 51-55 Highfield Street, Liverpool	----- . . .
Fixed plant and machinery and fixtures on 51-55 Highfield Street, Liverpool	1200. 0. 0.
Loose plant and machinery, Stock and other chattels	10719. 0. 0.

Book debts:-

In United Kingdom

12348. 0. 0.

In Nigeria

1614. 0. 0.

£37408. 0. 0.

SIGNED SEALED and DELIVERED by)
the said John Frederick Leslie)
Knight in the presence of:-)

John F. Knight

Wm. Harding
Conrad Building Liverpool 2
Chartered Accountant

THE COMMON SEAL of Alfred H.)
Knight Limited was hereunto)
affixed in the presence of:-)

Director

Klaus Steward

Secretary

Wm. J. Hart

NO. of COMPANY

900322

THE COMPANIES ACTS, 1948 to 1967

SPECIAL RESOLUTION

PASSED 28th MAY 1974

OF
ALFRED H. KNIGHT LIMITED

AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY,
DULY CONVENED AND HELD AT 18 CHURCH ROAD, SEACOMBE, WALLASEY,
CHESHIRE ON THE 28th DAY OF MAY 1974 THE SUBJOINED SPECIAL
RESOLUTION WAS DULY PASSED :

SPECIAL RESOLUTION

THAT THE NAME OF THE COMPANY BE CHANGED TO
ALFRED H. KNIGHT INTERNATIONAL LIMITED.

Signed : J.F.L. KNIGHT
Managing Director

B. DUGGAN
Secretary

ACCEPT UNSTAMPED £40.00

NE/CN 2878

SIGNED *CCP/for*

DATE 18.5.74





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 900322

I hereby certify that

ALFRED H. KNIGHT LIMITED

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

ALFRED H. KNIGHT INTERNATIONAL LIMITED

Given under my hand at London the **21st June 1974**

N. TAYLOR

Assistant Registrar of Companies

29/8

900322/69

01

Company No. 900322

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

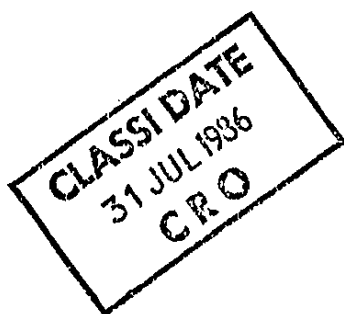
ALFRED H. KNIGHT INTERNATIONAL LIMITED

Passed 25th July 1986

At an EXTRAORDINARY GENERAL MEETING of the company duly convened and held
at Eccleston Grange Prescott Road St Helens on 25th July
1986 the following Resolution was duly passed as a Special
Resolution:

SPECIAL RESOLUTION

THAT the Regulations contained in the printed document marked "A"
produced to the Meeting and for the purpose of identification signed by
the Chairman thereof be approved and adopted as the Articles of
Association of the Company to the exclusion of and in substitution for
the existing Articles of Association of the Company

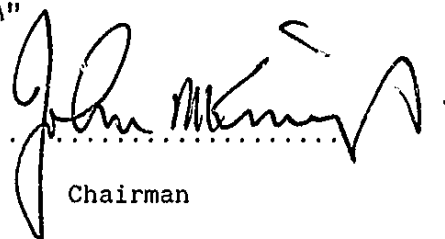


John McKinnon
CHAIRMAN



900322

This is the printed document marked "A"


Chairman

Company No. 900322

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALFRED H. KNIGHT

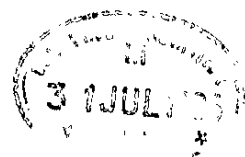
INTERNATIONAL LIMITED

(adopted by a Special Resolution of the
Company passed on the

day of 198

TABLE A

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") made pursuant to the Companies Act 1985 ("Act") shall apply to this Company save insofar as they are varied or excluded by or are inconsistent with these Articles.



2. Regulations 24, 40, 65 to 68 (inclusive), 73 to 81 (inclusive), 88, 94 to 98 (inclusive), 112 and 115 of Table A shall not apply to the Company.

CAPITAL

3. The share capital of the Company is £100 divided into 100 shares of £1 each.

SHARES

4. (a) Subject to any direction to the contrary that may be given by the holders of not less than 95 per cent in nominal value of the shares giving the right to attend and vote at general meetings of the Company, the unissued shares of the Company shall before they are issued be offered to the members in proportion as nearly as may be to the number of shares of the same class held by them. Such offer shall be made by written notice specifying the number of shares offered and limiting a time within which the offer if not accepted shall be deemed to be declined.

(b) Subject as aforesaid and pursuant to Section 80 of the Act, the unissued shares of the Company (whether forming part of the original or any increased capital) shall for a period of five years from the date of incorporation of the Company and thereafter as authorised by the Company in general meeting be at the disposal of the Board, which may offer, 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 Board may determine save that no shares shall be issued at a discount. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply.

ACQUISITION OF SHARES

5. Subject to the provisions of the Act the Company may purchase its own shares or provide financial assistance in relation to the acquisition of its own shares or the shares of its holding or subsidiary company for the time being.

SHARE TRANSFERS

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

7. The Directors may in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any share, whether or not it is a fully paid share and may refuse to register a transfer of a share unless:

(a) it is lodged at the registered office or at such other place as the Directors may appoint and is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer: and

(b) it is in respect of only one class of shares.

8. The words "unless and until otherwise determined by the Company in general meeting" shall be inserted at the beginning of Regulation 33 of Table A.

GENERAL MEETINGS

9. The words "or any member of the Company" shall be omitted from Regulation 37 of Table A and the words "any member or members holding between them not less than half in nominal value of the issued shares giving the members the right to attend and vote at such meetings" shall be inserted in their place.

10. The words "or a resolution appointing a person as a director" shall be omitted from Regulation 38 of Table A.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall consist of a member or members present in person (including corporations present by a representative) or by proxy holding between them not less than half in nominal value of the issued shares giving the members the right to attend and vote at such meetings.

12. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or in either case by proxy not himself being a member, shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

DIRECTORS

13. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number and the maximum number of Directors shall not be limited.

APPOINTMENT OF DIRECTORS

14. The Directors shall have power at any time, and from time to time to appoint any person or persons to be a Director or Directors who is or are willing so to act, either to fill a casual vacancy or as an addition to the existing Directors.

15. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors who is and are willing so to act, either as an addition to the existing Directors or to fill any vacancy to nominate the Chairman of the Directors for any period of time and to remove from office of director or of chairman any Director howsoever appointed. Any such appointment nomination or removal shall be effected for and on behalf of the Company by a notice in writing to the Company signed by the member or members making the same, or in the case of a member being a corporation signed by one of its directors on its behalf and shall take effect upon delivery of the notice effecting the same either at the registered office of the Company or to the Secretary or at a meeting of the Directors to the Chairman thereof. Any removal from office under this Article shall be without prejudice to any claim for compensation which a Director so removed may make against the Company arising out of any contract between him and the Company.

16. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a Director or Directors who is and are willing so to act, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office. Any

removal from office under this Article shall be without prejudice to any claim for compensation which a Director so removed may make against the Company arising out of any contract between him and the Company.

ALTERNATE DIRECTORS

17. Any Director may at any time appoint any person (or more than one jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents, be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these Articles with regard to Directors. An alternate Director shall be entitled to be paid expenses properly incurred in connection with the business of the Company.

18. An alternate Director shall be entitled in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting as an alternate Director for more than one Director an alternate Director shall have one vote for every Director he represents in addition to his own, if himself a Director, and when so acting shall be considered for the purpose of making a quorum as being as many Directors as he shall have votes and if he has a sufficient number of votes to form a quorum he shall form a quorum by himself.

19. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company or in any other manner approved by the

Directors and the notice shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors.

INTERESTS OF DIRECTORS

20. A Director (including an alternate Director) who has duly declared his interest therein 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 the quorum when any such contract or arrangement is under consideration.

DISQUALIFICATION OF DIRECTORS

21. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated if:-

- (a) he resigns his office by notice in writing to the Company; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he becomes prohibited from being a Director by reason of any provision of the Act or he becomes prohibited by law from being a Director; or
- (d) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital pursuant to an application for admission for treatment under the Mental Health Act 1983; or
 - (ii) an order is made by a Court having jurisdiction (in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs; or
- (e) he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election nor shall any person be ineligible for appointment as a Director by reason only of his attaining or having attained any particular age subject to the provisions of the Act.

REMUNERATION OF THE DIRECTORS

22. The Directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

PROCEEDINGS OF DIRECTORS

23. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary at the request of a Director shall, at any time summon a meeting of the Directors. Notice of every meeting of the Directors shall be given to every Director including every alternate Director whether present in the United Kingdom or not.

24. The quorum necessary for the transaction of the business of the Directors may be fixed by the Company in general meeting and unless so fixed shall be two.

DIRECTOR'S DELEGATION OF POWERS AND APPOINTMENTS

25. The powers conferred on the Directors under Regulation 72 and 84 of Table A shall be exercisable only with the approval of the Company in general meeting.

NOTICES

26. Any notice or document may be served by the Company on any member, personally, by telex or facsimile transmission, or by leaving it at or sending it through the post in a prepaid letter addressed to such member

at his registered address as appearing in the register of members or to such other address, if any, as the holder or joint holders may in writing direct. Where a notice is sent by post, service of the notice shall be deemed to be effected 72 hours after the letter containing the same is posted and if served by telex or facsimile transmission shall be deemed to have been effected the same day as the telex or facsimile transmission was despatched and in proving such service it shall be sufficient to prove that the letter containing the notice or document was, if such notice or document is served by post, properly addressed, stamped and put into the post or that the notice or document, if served by telex or facsimile transmission, was properly addressed and despatched, or if left at the address was so left.

27. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

28. The words "if any, within the United Kingdom" shall be omitted from Regulation 116 of Table A.

Company No. 90032

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALFRED H. KNIGHT

INTERNATIONAL LIMITED

(adopted by a Special Resolution of the

Company passed on the 25th

day of July 1986

BARLOW LYDE & GILBERT

1, Finsbury Avenue,
London EC2M 2PJ.

Company No. 900322

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALFRED H. KNIGHT

INTERNATIONAL LIMITED

(adopted by a Special Resolution of the

Company passed on the 25th

day of July 1986

TABLE A

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") made pursuant to the Companies Act 1985 ("Act") shall apply to this Company save insofar as they are varied or excluded by or are inconsistent with these Articles.

2. Regulations 24, 40, 65 to 68 (inclusive), 73 to 81 (inclusive), 88, 94 to 98 (inclusive), 112 and 115 of Table A shall not apply to the Company.

CAPITAL

3. The share capital of the Company is £100 divided into 100 shares of £1 each.

SHARES

4. (a) Subject to any direction to the contrary that may be given by the holders of not less than 95 per cent in nominal value of the shares giving the right to attend and vote at general meetings of the Company, the unissued shares of the Company shall before they are issued be offered to the members in proportion as nearly as may be to the number of shares of the same class held by them. Such offer shall be made by written notice specifying the number of shares offered and limiting a time within which the offer if not accepted shall be deemed to be declined.

(b) Subject as aforesaid and pursuant to Section 80 of the Act, the unissued shares of the Company (whether forming part of the original or any increased capital) shall for a period of five years from the date of incorporation of the Company and thereafter as authorised by the Company in general meeting be at the disposal of the Board, which may offer, 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 Board may determine save that no shares shall be issued at a discount. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply.

ACQUISITION OF SHARES

5. Subject to the provisions of the Act the Company may purchase its own shares or provide financial assistance in relation to the acquisition of its own shares or the shares of its holding or subsidiary company for the time being.

SHARE TRANSFERS

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

7. The Directors may in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any share, whether or not it is a fully paid share and may refuse to register a transfer of a share unless:

(a) it is lodged at the registered office or at such other place as the Directors may appoint and is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(b) it is in respect of only one class of shares.

8. The words "unless and until otherwise determined by the Company in general meeting" shall be inserted at the beginning of Regulation 33 of Table A.

GENERAL MEETINGS

9. The words "or any member of the Company" shall be omitted from Regulation 37 of Table A and the words "any member or members holding between them not less than half in nominal value of the issued shares giving the members the right to attend and vote at such meetings" shall be inserted in their place.

10. The words "or a resolution appointing a person as a director" shall be omitted from Regulation 38 of Table A.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall consist of a member or members present in person (including corporations present by a representative) or by proxy holding between them not less than half in nominal value of the issued shares giving the members the right to attend and vote at such meetings.

12. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or in either case by proxy not himself being a member, shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

DIRECTORS

13. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number and the maximum number of Directors shall not be limited.

APPOINTMENT OF DIRECTORS

14. The Directors shall have power at any time, and from time to time to appoint any person or persons to be a Director or Directors who is or are willing so to act, either to fill a casual vacancy or as an addition to the existing Directors.

15. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors who is and are willing so to act, either as an addition to the existing Directors or to fill any vacancy to nominate the

Chairman of the Directors for any period of time and to remove from office of director or of chairman any Director howsoever appointed. Any such appointment nomination or removal shall be effected for and on behalf of the Company by a notice in writing to the Company signed by the member or members making the same, or in the case of a member being a corporation signed by one of its directors on its behalf and shall take effect upon delivery of the notice effecting the same either at the registered office of the Company or to the Secretary or at a meeting of the Directors to the Chairman thereof. Any removal from office under this Article shall be without prejudice to any claim for compensation which a Director so removed may make against the Company arising out of any contract between him and the Company.

16. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a Director or Directors who is and are willing so to act, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office. Any removal from office under this Article shall be without prejudice to any claim for compensation which a Director so removed may make against the Company arising out of any contract between him and the Company.

ALTERNATE DIRECTORS

17. Any Director may at any time appoint any person (or more than one jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents, be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these Articles with

regard to Directors. An alternate Director shall be entitled to be paid expenses properly incurred in connection with the business of the Company.

18. An alternate Director shall be entitled in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting as an alternate Director for more than one Director an alternate Director shall have one vote for every Director he represents in addition to his own, if himself a Director, and when so acting shall be considered for the purpose of making a quorum as being as many Directors as he shall have votes and if he has a sufficient number of votes to form a quorum he shall form a quorum by himself.

19. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company or in any other manner approved by the Directors and the notice shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors.

INTERESTS OF DIRECTORS

20. A Director (including an alternate Director) who has duly declared his interest therein 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 the quorum when any such contract or arrangement is under consideration.

DISQUALIFICATION OF DIRECTORS

21. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated if:-

(a) he resigns his office by notice in writing to the Company; or
(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he becomes prohibited from being a Director by reason of any provision of the Act or he becomes prohibited by law from being a Director; or

(d) he is, or may be, suffering from mental disorder and either:-

(i) he is admitted to hospital pursuant to an application for admission for treatment under the Mental Health Act 1983; or

(ii) an order is made by a Court having jurisdiction (in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs; or

(e) he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election nor shall any person be ineligible for appointment as a Director by reason only of his attaining or having attained any particular age subject to the provisions of the Act.

REMUNERATION OF THE DIRECTORS

22. The Directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

PROCEEDINGS OF DIRECTORS

23. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary at the request of a Director shall, at any time summon a meeting of the Directors. Notice of every meeting of the Directors shall be given to every Director including every alternate Director whether present in the United Kingdom or not.
24. The quorum necessary for the transaction of the business of the Directors may be fixed by the Company in general meeting and unless so fixed shall be two.

DIRECTOR'S DELEGATION OF POWERS AND APPOINTMENTS

25. The powers conferred on the Directors under Regulation 72 and 84 of Table A shall be exercisable only with the approval of the Company in general meeting.

NOTICES

26. Any notice or document may be served by the Company on any member, personally, by telex or facsimile transmission, or by leaving it at or sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or to such other address, if any, as the holder or joint holders may in writing direct. Where a notice is sent by post, service of the notice shall be deemed to be effected 72 hours after the letter containing the same is posted and if served by telex or facsimile transmission shall be deemed to have been effected the same day as the telex or facsimile transmission was despatched and in proving such service it shall be sufficient to prove that the letter containing the notice or document was, if such notice or document is served by post, properly addressed, stamped and put

into the post or that the notice or document, if served by telex or facsimile transmission, was properly addressed and despatched, or if left at the address was so left.

27. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

28. The words "if any, within the United Kingdom" shall be omitted from Regulation 14 of Table A.

Company No. 900322

900322/70.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALFRED H. KNIGHT

INTERNATIONAL LIMITED

(adopted by a Special Resolution of the

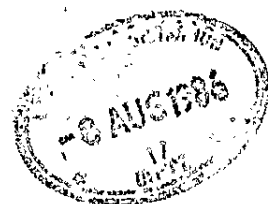
Company passed on the 25th

day of July 1986

BARLOW LYDE & GILBERT

1, Finsbury Avenue,

London EC2M 2PJ.



Company No. 900322

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALFRED H. KNIGHT

INTERNATIONAL LIMITED

(adopted by a Special Resolution of the

Company passed on the 25th

day of July 1986

TABLE A

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") made pursuant to the Companies Act 1985 ("Act") shall apply to this Company save insofar as they are varied or excluded by or are inconsistent with these Articles.

2. Regulations 24, 40, 65 to 68 (inclusive), 73 to 81 (inclusive), 88, 94 to 98 (inclusive), 112 and 115 of Table A shall not apply to the Company.

CAPITAL

3. The share capital of the Company is £20,000* divided into 20,000 shares of £1 each.

SHARES

4. (a) Subject to any direction to the contrary that may be given by the holders of not less than 95 per cent in nominal value of the shares giving the right to attend and vote at general meetings of the Company, the unissued shares of the Company shall before they are issued be offered to the members in proportion as nearly as may be to the number of shares of the same class held by them. Such offer shall be made by written notice specifying the number of shares offered and limiting a time within which the offer if not accepted shall be deemed to be declined.

(b) Subject as aforesaid and pursuant to Section 80 of the Act, the unissued shares of the Company (whether forming part of the original or any increased capital) shall for a period of five years from the date of incorporation of the Company and thereafter as authorised by the Company in general meeting be at the disposal of the Board, which may offer, 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 Board may determine save that no shares shall be issued at a discount. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply.

* The share capital of the Company was increased to 20,000 shares of £1 each by Special Resolution passed on 23rd June 1967

ACQUISITION OF SHARES

5. Subject to the provisions of the Act the Company may purchase its own shares or provide financial assistance in relation to the acquisition of its own shares or the shares of its holding or subsidiary company for the time being.

SHARE TRANSFERS

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

7. The Directors may in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any share, whether or not it is a fully paid share and may refuse to register a transfer of a share unless:

(a) it is lodged at the registered office or at such other place as the Directors may appoint and is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(b) it is in respect of only one class of shares.

8. The words "unless and until otherwise determined by the Company in general meeting" shall be inserted at the beginning of Regulation 33 of Table A.

GENERAL MEETINGS

9. The words "or any member of the Company" shall be omitted from Regulation 37 of Table A and the words "any member or members holding between them not less than half in nominal value of the issued shares giving the members the right to attend and vote at such meetings" shall be inserted in their place.

10. The words "or a resolution appointing a person as a director" shall be omitted from Regulation 38 of Table A.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, a quorum shall consist of a member or members present in person (including corporations present by a representative) or by proxy holding between them not less than half in nominal value of the issued shares giving the members the right to attend and vote at such meetings.

12. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or in either case by proxy not himself being a member, shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

DIRECTORS

13. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number and the maximum number of Directors shall not be limited.

APPOINTMENT OF DIRECTORS

14. The Directors shall have power at any time, and from time to time to appoint any person or persons to be a Director or Directors who is or are willing so to act, either to fill a casual vacancy or as an addition to the existing Directors.

15. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors who is and are willing so to act, either as an addition to the existing Directors or to fill any vacancy to nominate the

Chairman of the Directors for any period of time and to remove from office of director or of chairman any Director howsoever appointed. Any such appointment nomination or removal shall be effected for and on behalf of the Company by a notice in writing to the Company signed by the member or members making the same, or in the case of a member being a corporation signed by one of its directors on its behalf and shall take effect upon delivery of the notice effecting the same either at the registered office of the Company or to the Secretary or at a meeting of the Directors to the Chairman thereof. Any removal from office under this Article shall be without prejudice to any claim for compensation which a Director so removed may make against the Company arising out of any contract between him and the Company.

16. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a Director or Directors who is and are willing so to act, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office. Any removal from office under this Article shall be without prejudice to any claim for compensation which a Director so removed may make against the Company arising out of any contract between him and the Company.

ALTERNATE DIRECTORS

17. Any Director may at any time appoint any person (or more than one jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents, be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these Articles with

regard to Directors. An alternate Director shall be entitled to be paid expenses properly incurred in connection with the business of the Company.

18. An alternate Director shall be entitled in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting as an alternate Director for more than one Director an alternate Director shall have one vote for every Director he represents in addition to his own, if himself a Director, and when so acting shall be considered for the purpose of making a quorum as being as many Directors as he shall have votes and if he has a sufficient number of votes to form a quorum he shall form a quorum by himself.

19. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company or in any other manner approved by the Directors and the notice shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors.

INTERESTS OF DIRECTORS

20. A Director (including an alternate Director) who has duly declared his interest therein 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 the quorum when any such contract or arrangement is under consideration.

DISQUALIFICATION OF DIRECTORS

21. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated if:-

- (a) he resigns his office by notice in writing to the Company; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he becomes prohibited from being a Director by reason of any provision of the Act or he becomes prohibited by law from being a Director; or
- (d) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital pursuant to an application for admission for treatment under the Mental Health Act 1983; or
 - (ii) an order is made by a Court having jurisdiction (in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs; or
- (e) he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election nor shall any person be ineligible for appointment as a Director by reason only of his attaining or having attained any particular age subject to the provisions of the Act.

REMUNERATION OF THE DIRECTORS

22. The Directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

PROCEEDINGS OF DIRECTORS

23. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary at the request of a Director shall, at any time summon a meeting of the Directors. Notice of every meeting of the Directors shall be given to every Director including every alternate Director whether present in the United Kingdom or not.

24. The quorum necessary for the transaction of the business of the Directors may be fixed by the Company in general meeting and unless so fixed shall be two.

DIRECTOR'S DELEGATION OF POWERS AND APPOINTMENTS

25. The powers conferred on the Directors under Regulation 72 and 84 of Table A shall be exercisable only with the approval of the Company in general meeting.

NOTICES

26. Any notice or document may be served by the Company on any member, personally, by telex or facsimile transmission, or by leaving it at or sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or to such other address, if any, as the holder or joint holders may in writing direct. Where a notice is sent by post, service of the notice shall be deemed to be effected 72 hours after the letter containing the same is posted and if served by telex or facsimile transmission shall be deemed to have been effected the same day as the telex or facsimile transmission was despatched and in proving such service it shall be sufficient to prove that the letter containing the notice or document was, if such notice or document is served by post, properly addressed, stamped and put

into the post or that the notice or document, if served by telex or facsimile transmission, was properly addressed and despatched, or if left at the address was so left.

27. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

28. The words "if any, within the United Kingdom" shall be omitted from Regulation 116 of Table A.