

Company No. 924991

THE COMPANIES ACTS

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM

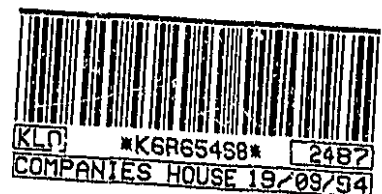
AND

ARTICLES OF ASSOCIATION

of

SERVISAIR plc

Incorporated on 21st December, 1967



Company No. 924991

THE COMPANIES ACTS

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SERVISAIR plc

(as altered by special resolutions passed on
27th June, 1988 and 19th September, 1994)

1. The name of the Company is "SERVISAIR plc".
2. The Company is to be a public company.
3. The Registered Office of the Company will be situate in England.
4. The objects for which the Company is established are:-
 - (1) (a) To carry on the business of servicing, cleaning, repairing and fuelling aeroplanes, helicopters, hovercraft and aircraft of all kinds, including the cabins or storage compartments thereof, regardless of whether such machines are adapted for the carriage of goods or passengers or both, and regardless of whatever means by which such machines are powered.
 - (b) In furtherance of the foregoing, to buy and sell goods and commodities of all kinds whether consumable or otherwise for aeroplanes, helicopters, hovercraft and aircraft of all kinds.

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- * The Company was incorporated on 21st December, 1967 as "Servisair Limited".

By a resolution passed on 19th September, 1994 the Company was re-registered as a public company.

- (2) (a) To deal in hire, store and warehouse, all machinery, implements, apparatus, lubricants, other solutions and all things capable of being used in connection with the foregoing machines whether in connection with the repair maintenance, or working thereof.
 - (b) To carry on generally the trade of business of wholesale warehousemen, removers, storers, packers and carriers of personal property of every description.
- (3) To carry on the business of transporting passengers, aircraft crew and other persons and of removing, storing, reloading and carrying cargoes, luggage, and personal property of every description between aeroplanes, helicopters, hovercraft, aircraft of all kinds and airport buildings, warehouses, city terminals and other destinations.
- (4) To carry on the business of purchasing, hiring, marketing, and distributing to aeroplanes, helicopters, hovercraft and aircraft of all kinds every form of pictorial and sound-recording, including cinematographic films, records, tapes and all other devices of visual or audio recordation and reproduction, and to provide apparatus for exhibiting the same.
- (5) To carry on the business of refreshment contractors and suppliers of foods, food products, wines, spirits, other alcohols, and tobaccos, including prepared or cooked meals, to aeroplanes, helicopters, hovercraft and aircraft of all kinds or otherwise at airports and to buy, sell, and deal in refreshments and consumable stores of all kinds.
- (6) To provide services and facilities of all kinds in relation to aeroplanes, helicopters, hovercraft, aircraft of all kinds and airports.
- (7) To carry on business as tourist and transport agents and contractors, agents for air, sea land or island waterway carriage undertakings, and generally to facilitate travelling and the carriage of goods and merchandise, and to provide for tourist and travellers and promote the provision of convenience of all kinds in the way of block bookings, circular tickets, through tickets, insurance, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureaus, libraries, lavatories, reading rooms, baggage transport and otherwise.

- (8) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
- (9) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
- (10) To undertake any manufacturing, processing, assembly or similar business.
- (11) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.
- (12) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (13) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (14) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (15) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.

- (16) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (17) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect, and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (18) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (19) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (20) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.
- (21) To borrow and raise money in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other person or persons and to secure any debt, obligation or liability whatsoever by mortgages of or charges upon or by pledges, liens or other security of any kind overall or any part of the undertaking, real and personal property, assets, rights and revenues (present and future) and uncalled capital of the Company or by the creation and issue on any terms (including the giving of security) of debentures, debenture stock or other securities of any description.
- (22) To lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest whether or not supported by guarantee and/or security, to any person, whether such person is

connected (by way of shareholding, as an Associated Company, by trading relations or otherwise) or is entirely unconnected, with the Company.

- (23) To enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations of or the discharge of any liabilities by any person, whether such person is connected (by way of shareholding, as an Associated Company, by trading relations or otherwise) or is entirely unconnected, with the Company, in any manner on any terms and for any purposes whatsoever, whether alone or jointly and severally with any other person or persons and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and to secure any such obligation of the Company by mortgages of or charges upon or by pledges, liens, or other security of any kind over all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company.
- (24) Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in any Associated Company to be made by any person or company.
- (25) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (26) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.

- (27) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.
- (28) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (29) To establish, maintain and participate in profit sharing, shareholding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (30) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (31) To distribute among the members of the Company in kind any assets of the Company.
- (32) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and

expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.

- (33) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (34) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared:-

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation;
- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause;
- (d) that in this clause:-
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent;
 - (ii) "Associated Company" shall mean any company which is for the time being:

- (aa) a Holding Company (as defined by Section 736 of the Companies Act 1985) of the Company; or
 - (bb) a Subsidiary (as defined by Section 736 of the Companies Act 1985) of the Company or of any Holding Company of the Company; or
 - (cc) a company which holds or beneficially owns not less than 30% of the issued share capital of the Company or of any Holding Company of the Company (whether directly or through another company or companies or partly by one method and partly by another); or
 - (dd) a company controlled either by the same persons as control the Company (or any Holding Company of the Company) or by connected persons;
- (iii) "Company" (except where used in reference to this Company) shall be deemed to include any government or any statutory, municipal or public body, partnership, association, syndicate or other body or persons, whether incorporated or unincorporated and whether incorporated, domiciled or resident in the United Kingdom or elsewhere;
 - (iv) "connected persons" and "control" have the respective meanings attributed to those expressions by Sections 839 and 840 of the Income and Corporation Taxes Act 1988;
 - (v) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (vi) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent;

- (vii) "person" shall be deemed to include any legal or natural person, company, government, statutory, municipal or public body, partnership, association, syndicate or other body of persons, whether incorporated or unincorporated and whether incorporate, domiciled or resident in the United Kingdom or elsewhere;
- (viii) "securities" means and includes any fully, partly or nil paid share, stock, debenture or loan stock, bill, note, warrant, coupon, deposit receipt or certificate, fund or other obligation, interest or participatory right of any kind whatsoever;
- (ix) "transaction" includes any scheme, arrangement and project;
- (x) "and" and "or" shall mean "and/or" where the context so admits and the expressions "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible.

5. The liability of the Members is limited.

6. The share capital of the Company is £8,197,000 divided into 8,197,000 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions. *

***NOTE:** The Share Capital of the Company was increased from £50,000 to £250,000 by the creation of an additional 200,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares by Ordinary Resolution passed on 8th October, 1973.

The Share Capital of the Company was increased from £250,000 to £3,250,000 by the creation of an additional 3,000,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares by a Special Resolution of the Company passed on 6th December, 1993.

The Share Capital of the Company was increased from £3,250,000 to £4,475,000 by the creation of an additional 1,225,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares by Ordinary Resolution of the Company passed on 30th June, 1994.

The Share Capital of the Company was increased from £4,475,000 to £8,197,000 by the creation of an additional £3,722,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares by Ordinary Resolution of the Company passed on 19th August, 1994.

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 out opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

M Read
18 Austin Friars
London EC2

One

Solicitor

M S H Hartley
18 Austin Friars
London EC2

One

Solicitor

DATED the 7th day of December 1967.

WITNESS to the above signatures:

L M Benson
18 Austin Friars
London EC2

Secretary

D0078.SEC

THE COMPANIES ACTS

PUBLIC COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

SERVISAIR plc

(adopted by special resolution passed on 27th June, 1988
and amended by special resolution passed on 19th September, 1994)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A-F) (Amendment) Regulations 1985, shall apply to the Company. References herein to Table A are references to the said Table A. None of the regulations referred to in Section 31(8)(b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.
2. These Articles and those regulations incorporated herein shall take effect subject to the requirements of the Act and of every other Act for the time being in force affecting the Company (hereinafter referred to as "the Statutes").

SHARE CAPITAL

3. The share capital of the Company as at the date of adoption of these Articles is £250,000 divided into 250,000 Ordinary Shares of £1 each.
4. (A) Save as provided by contract or these Articles to the contrary and if and to the extent permitted by or pursuant to the Statutes (including, without limiting the foregoing, by any

authority of the Company for the purposes of Section 80 of the Act), all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.

- (B) The Directors are generally and unconditionally authorised (for the purposes of Section 80 of the Act) at any time or times during a period of five years from the date of the adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.
- (C) At the expiry of such period of five years, the authority contained in paragraph (B) shall expire but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority and shall allow the Directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired.

VARIATION OF RIGHTS

- 5. (A) Whenever the capital of the Company is divided into different classes of shares, all or any of the special rights or privileges attached to any class may be varied or abrogated, either with the consent in writing of holders of three-fourths in nominal value of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of that class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such Separate General Meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that:-
 - (i) the necessary quorum at any such meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy not less than one-third in nominal amount of the issued shares of the class;

- (ii) at an adjourned meeting the necessary quorum shall be one person holding shares of the class or his proxy;
- (iii) the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively; and
- (iv) a poll may be demanded by any one holder of shares of the class whether present in person or by proxy.

For the purpose of this provision any particular issue of shares not carrying the same rights (whether as to rate of dividend, redemption or otherwise) as any other shares for the time being in issue, shall be deemed to constitute a separate class of share.

- (B) Unless otherwise expressly provided by the terms of issue thereof, the special rights or privileges attached to any class of shares shall not be deemed to be varied or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

SHAREHOLDERS' RESOLUTIONS

- 6. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it had been duly proposed at a general meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

VOTE OF MEMBERS

- 7. Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be deemed to be modified accordingly.

DIRECTORS

8. (A) The holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the Office or with the Secretary or when produced at a meeting of the Directors.
- (B) In addition to the circumstances set out in Regulation 81 of Table A the office of a Director shall be vacated if he is removed from that office in accordance with this Article.
- (C) The Directors shall have power at any time and from time to time to appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
- (D) The Directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
9. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age nor shall special notice be required of any resolution appointing or approving the appointment of such a Director or any notice be required to state the age of the person to whom such resolution relates.

ALTERNATE DIRECTORS

10. (A) In addition to the persons mentioned in Regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of

any such holding company or any person approved by a majority of the other Directors to act as alternate Directors.

(B) Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-

- (i) if and when the Director by whom he has been appointed vacates office as a Director; or
- (ii) if the Director by whom he has been appointed removes him by written notice to the Company; or
- (iii) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.

Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

11. (A) The powers of the Directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (B) Without prejudice to any other of their powers, the Directors may exercise any of the powers conferred by Section 719 of the Act to make, for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, provision in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, notwithstanding that the exercise of any of such powers may not be in the best interests of the Company.

PROCEEDINGS OF DIRECTORS

12. A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act.

Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration; and Regulations 94 to 96 of Table A shall not apply.

13. Notices of meetings of the Directors shall be given to all Directors and to any alternate Directors appointed by them. Regulations 66 and 88 of Table A shall be deemed to be amended accordingly.
14. Regulation 93 of Table A (written resolutions of Directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".

NOTICES

15. Regulation 112 of Table A shall apply as if the last sentence thereof were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear therein.
16. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

M Read
18 Austin Friars
London EC2

Solicitor

M S H Hartley
18 Austin Friars
London EC2

Solicitor

DATED the 7th day of December 1967

WITNESS to the above signatures:

L M Benson
18 Austin Friars
London EC2

Secretary

D0078.SEC