

Number of
Company }

925768 / 1

THE COMPANIES ACT, 1948

REGISTERED

11 JAN 1968

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.

PORT OF LONDON MASTER PORTERS AND STEVEDORING COMPANY
LIMITED

Presented by

Document Filer's Reference EPR

E.P. RUGG & CO.

12, HENRIETTA STREET,

LONDON W.C. 2

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

I, HENRY SIMPSON DAVENPORT

of 12, HENRIETTA STREET, LONDON W.C. 2

(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

THE PORT OF LONDON MASTER PORTERS AND STEVEDORING COMPANY

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at St/9 Maiden Lane

in the City of Westminster

the 8th day of January

one thousand nine hundred and sixty-

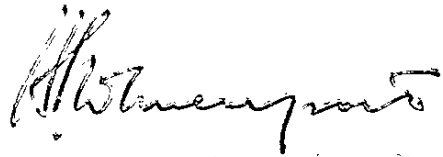
eight

Before me,



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
Company

925768 / 2

REGIS.

11 JAN 1968

STATEMENT OF THE NOMINAL CAPITAL

OF

PORT OF LONDON MASTER PORTERS AND STEVEDORING COMPANY



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

Description

Solicitors to the Company

Dated the

day of

1968

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.....EPR.....

E.P. RUGG & CO.

12 HENRIETTA STREET

LONDON W.C. 2

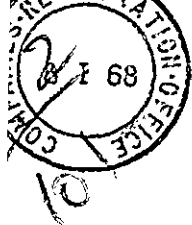
Form No. 25

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.

8 JAN 1968



925768

3

COMPANY LIMITED BY SHARES



Memorandum of Association

of

PORT OF LONDON MASTER PORTERS
AND STEVEDORING COMPANY LIMITED

REGISTERED

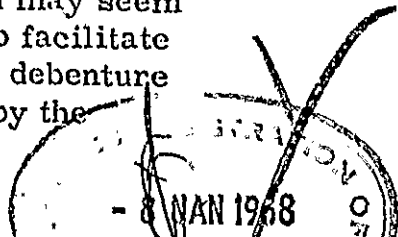
1 JAN 1968

1. The name of the Company is "PORT OF LONDON MASTER PORTERS AND STEVEDORING COMPANY LIMITED."

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

3. The objects for which the Company is established are -

- (1) To carry on the businesses of stevedores, master porters, wharfingers, warehousemen, lightermen, tug owners, barge owners, and to buy, sell, manufacture, repair, convert, let on hire, and deal in all kinds of gear, tugs, lighters, barges, machinery, iron and steel, metal, implements, tools, utensils, and other things used in any of such businesses.
- (2) To acquire and undertake the whole or any part of the business, property, or liabilities of any person or Company, carrying on any business which this Company is authorized to carry on, or possessed of property, suitable for the purposes of this Company.
- (3) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and any other undertakings, and any rights and privileges which the Company may think necessary or convenient with reference to any of these objects or the acquisition of which may seem calculated directly or indirectly to facilitate the realisation of any debentures, debenture stock, or other securities owned by the



Company, or to prevent or diminish any apprehended loss or liability, or which may seem capable of being profitably dealt with by way of re-sale or otherwise, and in particular any land, and all or any part or parts of any wharves, quays, piers, landing stages, sheds, warehouses or any other buildings, policies, patents, licences, business concerns and undertakings and any machinery, plant and utensils, concessions, shares, stock, book debts and other assets.

- (4) To borrow or raise, or secure the payment of money for the purposes of the Company in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.
- (5) To apply for, purchase or otherwise acquire, any patents, licences, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (6) To purchase, subscribe for, or otherwise acquire, and to hold the shares, stocks or obligations of any company or corporation in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any such shares, stocks or obligations amongst the Members of the Company in specie.
- (7) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited, or incorporated by Act of Parliament or otherwise, at such

times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (8) To advance and lend money and assets of all kinds upon such terms as may be arranged, and to receive moneys on deposit, repayable at fixed times or on demand, and generally on such terms as may be arranged.
- (9) To take part in the management, supervision or control of the business, or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.
- (10) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings, and generally of any assets, property or rights.
- (11) To constitute any trusts with a view to the issue of preferred and deferred, or any other special stocks or securities based on or representing any shares, stock or other assets specifically appropriated for the purposes of any such trust and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities.
- (12) To transact or carry on all kinds of agency business and, in particular in relation to the investment of money, the sale of property, and the collection and the receipt of money and the floating of companies and the issue of loans.
- (13) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations, shares, stocks, or securities, or the interest or dividends thereon.
- (14) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority, all rights, concessions, and

privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

- (15) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, joint adventure, or co-operation with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (16) To make donations to such persons, and in such cases as may seem expedient.
- (17) To sell or dispose of the undertaking of the Company or any part thereof, or to amalgamate with any other company for such consideration as the Company may think fit, and in particular for shares (whether fully or partly paid up), debentures or debenture stock, or securities of any other company having objects altogether or in part similar to those of the Company.
- (18) To form and promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (19) To invest and deal with the moneys of the Company not immediately required, upon such stocks, shares and securities and in such manner as may from time to time be determined.
- (20) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company, or of any other company, and to remunerate any persons or company for services rendered, or to be rendered in relation to the formation and establishment of the Company, or the conduct of its

business, or placing or assisting to place, or guaranteeing the placing of or taking any shares in the Company's capital or any debentures, debenture stock, shares, stock or securities, whether issued by the Company or not.

- (21) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip and other transferable or negotiable instruments.
- (22) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (23) To grant pensions, allowances, gratuities and bonuses to directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (24) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (25) To do all such other things as are incidental or conducive to the attainment of the above objects or are usually carried on in connection

therewith, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

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

6. Any of the said shares for the time being unissued, and any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privileges over any shares previously issued, or then about to be issued or at such a premium or with such deferred rights as compared with any shares previously issued, or then about to be issued, and subject to any such conditions or provisions and with such right of voting, or without any such right, and generally on such terms as the Company may from time to time determine.

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.
<p>Carolyn H. Allam, 2 Princes Square London, W.2. Private Secretary</p> <p>John David Bowen 134, Broadlands Avenue Enfield, Middlesex. Article Clerk</p>	<p>ONE</p> <p>ONE</p>

DATED this *eight* day of *January* 1968.

WITNESS to the above Signatures :-

H. Wharmby

12 Henrietta Street,
London WC2

Solicitor

925768 / 4

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES



Articles of Association

of

PORT OF LONDON MASTER PORTERS
AND STEVEDORING COMPANY LIMITED

REGISTERED

11 JAN 1968

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company. The Companies Act 1948 as amended by the Companies Act 1967 is hereinafter referred to as "the Act".
2. Regulations 24, 53, 75, 88 and 136 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") and regulation 5 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2, 3, 4 and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.
5. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be

declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

6. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

8. The proviso to regulation 32 of Part I of Table A shall be omitted.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than 2 nor more than 5. The following shall be the first Directors of the Company, that is to say - Mr. ^{Tewitt} Robin Hamer Hampson, Commander Dermod James Boris ~~Jewitt~~ and Mr. Alan Henry Cadell.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

12. The proviso to regulation 79 of Part I of Table A shall be omitted.

13. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. The office of a Director shall be vacated -

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of section

182 of the Act.

- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. A Director may from time to time by notice in writing to the Company appoint any person to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

16. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

17. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

18. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Carolyn Margaret Allam,
2 Princes Square,
London. W.2.
Private Secretary

John David Bowen
134, Broadlands Avenue,
Enfield,
Middlesex.

Articled Clerk.

DATED this *eight* day of *January* 1968.

WITNESS to the above Signatures :-

W. H. Thompson

12, Henrietta Street,
London. W.2.
Solicitor



CERTIFICATE OF INCORPORATION

No. 925763

I hereby certify that

PORT OF LONDON MASTER PORTERS AND STEVEDORING COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 11TH JANUARY, 1968.

A handwritten signature in cursive script, appearing to read "B. A. Styles".

Assistant Registrar of Companies

C.173

No. 925768 in England

9.3.88
MAR 9 1984

S. C. Harroch

7th Mar 1984
Solicitor
22 Abchurch Lane,
London EC4

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PORT OF LONDON MASTER PORTERS

& STEVEDORING COMPANY LIMITED

At an Extraordinary General Meeting of the Company
duly convened and held on 6th March 1984 the following
resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION

That the name of the Company be changed to :-

Belfast Freight Ferries Limited.

James Weir

J. WEIR

Chairman



6th March 1984.

Curtis L40

060114

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 925768 / 41

I hereby certify that

PORT OF LONDON MASTER PORTERS
AND STEVEDORING COMPANY
LIMITED

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

BELFAST FREIGHT FERRIES
LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 9TH MARCH 1984

A.E. Phillips
MRS. A. K. PHILLIPS

an authorised officer

258821/T

7.3.84

No. 925768 in England

RA/5035/83

42

Fit for refund
A.K. Phillips 2/13/84

THE COMPANIES ACTS 1948 to 1983

RES. FOR PUBLIC FILE
COMPANY LIMITED BY SHARES
NO ACTION TAKEN
SPECIAL RESOLUTION



of

PORT OF LONDON MASTER PORTERS'

& STEVEDORING COMPANY LIMITED

RES. FOR PUBLIC FILE
NO ACTION TAKEN

At an Extraordinary General Meeting of the Company
duly convened and held on 6th March 1984 the following
resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION

That the name of the Company be changed to :-

RES. FOR PUBLIC FILE
Belfast Freight Ferries Limited
NO ACTION TAKEN

James Weir
J. WEIR

Chairman



6th March 1984.

No. 925768 in England

410

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
BELFAST FREIGHT FERRIES LIMITED

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held on 19th March 1984 at 64 Leman Street, London E.1, the following Resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION

That Clause 3 of the Memorandum of Association of the Company be amended as follows:

- (a) by inserting the following two sub-clauses as sub-clauses (1) and (2) respectively:

"(1) To charter, hire, purchase, construct, otherwise acquire and work ships and vessels of any class and to establish and maintain ferry and other regular services or lines of ships or other vessels and by itself or through agents to enter into contracts for the carriage of vehicles, passengers, goods or other freight by any means and either by its own vessels and other forms of transportation, or by or over the vessels and modes of transportation of others.

(2) To construct, purchase, take on lease, occupy under licence, or otherwise acquire and work any wharf, pier, dock, transport terminal, warehouses, offices or works capable of being advantageously used in connection with the business of the Company as a shipping company."

- (b) by re-numbering existing sub-clauses (1) - (24) as sub-clauses (3) - (26);

- (c) by inserting the following sub-clause as sub-clause (27):-

"(27) To carry on any trade, business or other activity whatsoever which in the opinion of the directors may be carried on for the benefit of the Company.";

- (d) by re-numbering existing sub-clause (25) as sub-clause (28); and

- (e) by adding the following paragraph to the end of the Clause:

"It is also hereby declared that the objects specified in each sub-clause of this clause shall, except when otherwise expressed therein, be in nowise limited or restricted by any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or ancillary to the objects mentioned in the first sub-clause."



.....
Chairman

19th March 1984

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

925768

Name of company

* BELFAST FREIGHT FERRIES LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22nd DECEMBER 1988 the nominal capital of the company has been
increased by £ 499,900 beyond the registered capital of £ 100

‡ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.‡

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

CREATION OF 499,900 NEW ORDINARY SHARES OF £1
EACH RANKING PARI PASSU IN ALL RESPECTS WITH
THE EXISTING ORDINARY SHARES OF £1 EACH IN THE
COMPANY

Please tick here if
continued overleaf

--

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

James Weir

Designation‡ SECRETARY

Date 20-1-89

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

J. HAYWORTH
SCRUTTONS PLC
64 LEMAN STREET
LONDON E1 8HJ

For official Use
General Section

Post room

15 MAY 1989