

Number of
Company

930724

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.

TIMPAK
LIMITED

REGISTERED
19 APR 1968

Presented by

Document Filer's Reference LOW/C270

VINTERS

21 ST ANDREWS STREET

CAMBRIDGE

Form No. 41

(The filing fee is 5s.)

17 APR 1968

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; 11 Charles Street, Cardiff, 44; 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

I, David Lucas How

of 21 St Andrews Street

Cambridge

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the

formation

of TIMPAK

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 Cambridge

the 29th day of March

one thousand nine hundred and

sixty eight

Before me,

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

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

David L. How

Number of } 930724
Company }

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STATEMENT OF THE NOMINAL CAPITAL

OF



TIMPAK

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 £ 3000

Signature W. Custer

Description DIRECTOR

Dated the 29th day of March

REGISTERED
19 APR 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 Low/C270

VINTERS

21 ST ANDREWS ST

CAMBRIDGE

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, 15 & 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.

3 APR 1968



101-8
7/11
930724
COMPANY LIMITED BY SHARES

Memorandum of Association

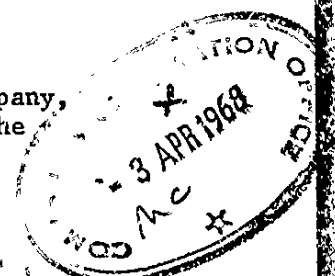
OF

TIMPAK LIMITED.

REGISTERED

19 APR 1968

1. The name of the Company is "TIMPAK 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 purchase and carry on the business of a timber merchant and manufacturer of timber and allied products now carried on by ANTHONY VICTOR CUSTERSON at Melton Constable in the County of Norfolk.
 - (b) To carry on the trades or businesses of sawmillers, timber merchants and retailers, woodworkers, joinery manufacturers, veneer merchants, timber growers, tree fellers, lumberman, fencing and plantation contractors and every kind of business connected with the purchase and retailing of English and foreign timber, and with sawing, planing and moulding of wood, timber and other substances for any purpose, manufacturers of and dealers in portable buildings, and structures of all kinds, crates, boxes, packing-cases and trunks, carpenters, wood carvers, cabinet makers, metal workers, ironmongers, shippers, barge-owners, lightermen, haulage contractors, warehousemen, wharfingers, and general merchants, builders' merchants, and traders and dealers in wax, paint, varnish and other polishes, manufacturers of and dealers in furniture and fittings generally and in particular, shop, office and household furniture, appliances, fittings, plant, machinery, equipment, implements and utensils, mechanical, electrical and general engineers.
 - (c) To carry on any other business of a similar nature or any business which may in the opinion of the Directors be conveniently carried on by this Company.
 - (d) To acquire and deal with the property following:-
 - (i) The business property and liabilities of any Company, firm or person carrying on any business within the objects of this Company.



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- (ii) Land, buildings easements or other interests in real estate.
 - (iii) Plant, machinery, personal estate and effects.
 - (iv) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.
 - (v) Shares or stock or securities in or of any Company or undertaking the acquisition of which may promote or advance the interests of this Company.
 - (e) To perform or do all or any of the following operations, acts or things:-
 - (i) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
 - (ii) To sell, let, dispose of, grant rights over all or any property of the Company.
 - (iii) To erect buildings, plant and machinery for the purposes of the Company.
 - (iv) To grant licences to use patents or secret processes of the Company.
 - (v) To manufacture plant, machinery, tools, boxes or other containers, goods or things for any of the purposes of the business of the Company.
 - (vi) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
 - (vii) To borrow, raise money or secure obligations (whether of the Company or any other person) by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit.
 - (viii) To lend money with or without security and to invest money of the Company in such a manner other than in the shares of this Company as the Directors think fit.
 - (ix) To enter into arrangements for joint working in business or for sharing of profits or for amalgamation with any other Company, firm or person carrying on business within the objects of this Company.
 - (x) To promote Companies.
 - (xi) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other Company or for other consideration.
 - (xii) To grant pensions or gratuities to any Directors officers or employees or ex-Directors ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any) or to the relations, connections, or dependents of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the

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Company or of its Members.

- (xiii) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claims to support or aid by the Company by reason of the nature or locality of its operations or otherwise.
- (xiv) To distribute in specie assets of the Company properly distributable amongst the members.
- (f) To do all or any of the things hereinbefore authorised, either alone or in conjunction with, or as factors, trustees or agents for others or by or through factors, trustees or agents.
- (g) To do all such other things as are 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 £3000 divided into 3000 shares of £1 each with power for the Company to increase or reduce the capital and to issue any part of its capital original or increased with or without any preference priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be a preference or otherwise shall be subject to the power hereinbefore contained.
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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
ANTHONY VICTOR. CUSTERSON. <i>A. V. Custer</i> MILFIELD HINDOLVESTON. EAST DEREHAM. NORFOLK. TIMBER MERCHANT.	One.
PATRICIA ANN CUSTERSON P.A. Custer MILFIELD . HINDOLVESTON EAST DEREHAM NORFOLK MARRIED WOMAN -	One

DATED the 29th day of March 1968

WITNESS to the above Signatures:-

D. P. How

SOLICITOR
21 ST. ANDREW'S STREET
CAMBRIDGE

101-

930724

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The Companies Act 1948

COMPANY LIMITED BY SHARES



Articles of Association

OF

TIMPAK LIMITED.



PRELIMINARY

1. The Regulations contained in Part 1 of Table A in the First Schedule of 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 and 75 and the proviso to Clause 79 in Part 1 of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part 1 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 and 6 (but not Clauses 1 and 5) in Part 11 of Table A shall also apply to the Company.

CAPITAL AND SHARES

3. The original capital of the Company is £3000 divided into 3000 Ordinary 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.

LIEN

5. The liens given by Regulation 11 of Table A shall extend to every share in the Capital of the Company whether fully paid or not.

CALLS ON SHARES

6. In Clause 15 of Table A the words "provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

GENERAL MEETINGS

7. In Clause 49 of Table A the words "one member" shall be substituted for the words "two members".

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PROCEEDINGS AT GENERAL MEETINGS

8. In Clause 53 of Table A the word "two" shall be substituted for the word "three".

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the Directors shall be not less than one nor more than seven in number. The first Director of the Company shall be ANTHONY VICTOR CUSTERSON and he shall hold office until he dies or resigns and shall not be required to retire in rotation under the terms of Clause 39 of Table A.

10. 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 1 of Table A shall be modified accordingly.

11. No Director shall at any time be required to retire or vacate his office of Director or be ineligible for re-appointment as Director by reason of his attaining or having attained the age of seventy or any other age and Clause 88 of Table A shall be modified accordingly.

12. In Clause 99 of Table A the word "one" shall be substituted for the word "two".

13. In Clause 107 of Table A the second sentence shall be deleted and the words "without prejudice to any right to treat such determination as a breach of any such agreement as aforesaid, the appointment of a Managing Director shall automatically determine if he ceases from any cause to be a Director" shall be substituted.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ANTHONY VICTOR CUSTEPSON. *A. Custepson*
MILFIELD. HINDOLVESTON EAST. DEREHAM. NORFOLK
TIMBER MERCHANT.

PATRICIA ANN CUSTEPSON
P.A. Custepson
MILFIELD. HINDOLVESTON. EAST DEREHAM
MARRIED WOMAN. NORFOLK.

DATED the

29th day of March 1968

WITNESS to the above Signatures:-

D. P. P.

SOLICITOR
21 ST. ANDREW'S STREET
CAMBRIDGE



CERTIFICATE OF INCORPORATION

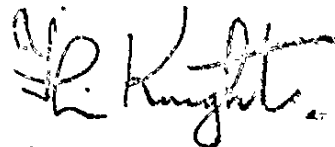
No. 930724

I hereby certify that

TIMPAK 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 19TH APRIL, 1968.

A handwritten signature in dark ink, appearing to read 'R. Knight'.

Assistant Registrar of Companies

C.173