

Number of  
Company }

961841 / 1

REGISTERED

11 SEP 1969

## THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the  
Companies Act 1948 on application for registration of a Company.

*Pursuant to Section 15 (2) of the Companies Act 1948*

Insert the  
Name of the  
Company.

ADMINISTRATION & DIRECTION SERVICES  
LIMITED

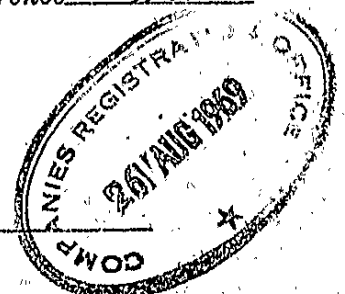
Presented by

Presentor's Reference 9/CJ

Bird and Bird, Solicitors,

2 Gray's Inn Square,

LONDON W.C.1.



Form No. 41  
(No filing fee payable)

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 CF1 4EA;  
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court,  
Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

M.P. ✓

I, John Patrick Clifford

of 2 Gray's Inn Square, London W.C.1.

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 of Judicature engaged in the

formation

of Administration & Direction Services

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 \_\_\_\_\_

3 Gray's Inn Square in the

London Borough of Camden

the 26<sup>th</sup> day of August

one thousand nine hundred and

sixty-nine

Before me,

M. J. Fox

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.

J. P. H. H. H.

Number of  
Company

961841 | 2

REGISTERED

11 SEP 1969

106  
ces  
A  
8

# STATEMENT OF THE NOMINAL CAPITAL

OF

ADMINISTRATION & DIRECTION SERVICES

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

Bird & Bird

Description Solicitors engaged in the formation  
of the Company

Dated the 26th day of August 1969

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

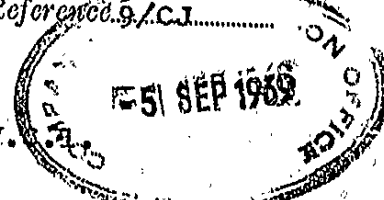
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presenter's Reference 9/CJ

Bird & Bird, Solicitors

2, Gray's Inn Square, London, W.



Form No. 25

961841

3

CO. 220-00 BY 1000/50



## MEMORANDUM OF ASSOCIATION

of

REGISTERED

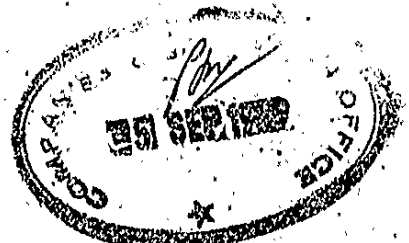
11 SEP 1969

ADMINISTRATION & DIRECTION  
SERVICES LIMITED.

1. The name of the Company is " Administration & Direction Services 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 design, manufacture, erect, build, construct, repair, alter, buy, sell or otherwise dispose of, maintain, own, operate, manage or otherwise deal in or with plant, oil and other refineries, chemical and petro-chemical works, factories, building, pipe-lines, structures, warehouses, equipment, machinery, tools, appliances, materials and articles of every type nature and description and to design, manufacture, buy, sell, own, use, import, export, and in any other manner to produce, acquire or dispose of or deal in or with, construction equipment, materials and supplies and all other goods, wares, merchandise and personal property of every kind and description; and to buy or otherwise acquire and hold and improve, develop, use, lease, license, sell, exchange or otherwise deal in or with grants, options, patents, concessions, franchises and real and personal property of any character.

(b) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.



(c) to acquire and carry on all or any part of the business or property and to undertake any liabilities of any person or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration and in particular for cash or in consideration of the issue of shares, securities or obligations of the Company.

(d) to enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with any person or company carrying on, 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, and to take or otherwise acquire and hold, sell or otherwise deal with shares, securities or obligations of, and to subsidise or otherwise assist any such person or company.

(e) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business and to erect, construct and equip buildings and works of all kinds.

(f) to apply for, purchase or otherwise acquire any patents, licences and like rights, 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.

(g) to purchase, subscribe for or otherwise acquire, and to hold the shares, securities or obligations of any company in the United Kingdom or elsewhere.

(h) to invest the moneys of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined.

(i) to borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured or payable under or in respect

of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing any company which is, (within the meaning of Section 154 of the Companies Act, 1948 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(j) to issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.

(k) to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.

(l) to lend money to such persons, upon such terms and subject to such conditions, as may seem expedient.

(m) to sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, securities or obligations of or interest in any other company.

(n) to pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures, debenture stock, securities or obligations.

(o) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(p) to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation.

INDISTINCT ORIGINAL

funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(q) to promote any company or companies for the purpose of its or their 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 this Company and to pay all the expenses of or incidental to such promotion.

(r) to amalgamate with any other company.

(s) to distribute any of the Company's property or assets among the members in specie.

(t) to cause the Company to be registered or recognised in any foreign country.

(u) to do all or any of the above things in any part of the World, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

(v) to do all such other things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.

And it is hereby declared that the word "company", save where used in reference to this 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 and the intention is that each of the objects specified in each paragraph of this Clause shall, except

where otherwise expressed in such paragraph,  
be an independent main object and be in nowise  
limited or restricted by reference to or  
inference from the terms of any other paragraph  
or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided  
into 100 Ordinary Shares of £1. each.



WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p><i>C.R.L. James.</i></p> <p>2 Gray's Inn Square, London, W.C.1.</p> <p>Solicitor</p>	<p>One</p>
<p><i>R.F.B. Mallinson</i></p> <p>2 Gray's Inn Square, London, W.C.1.</p> <p>Solicitor</p>	<p>One</p>

DATED the 26<sup>th</sup> day of AUGUST 1969.

WITNESS to the above Signatures:-

*John Akeman*

2, Gray's Inn Square  
London, W.C.1.

Solicitor

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

of

ADMINISTRATION & DIRECTION  
SERVICES LIMITED

REGISTERED

11 SEP 1969

I GENERAL

1. Subject as hereinafter provided the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

2. The Company shall be a private company and regulations 24 and 53 of Part I of Table A shall not apply.

II SHARES

3. After the first allotment and issue by the Directors of Shares all unissued Shares of the Company shall be offered to the Members in proportion to the nominal value of the existing Shares held by them and such offer shall be made by notice specifying the number of Shares to which each Member is entitled and limiting a time being not less than fourteen days 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 Member to whom such notice is given that he declines to accept the Shares so offered the Directors may allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and upon such terms and conditions as the Directors may determine. If owing to the inequality in the number of new Shares to be issued and the number of Shares held by Members entitled to have the offer of such new Shares any difficulty shall arise in the apportionment of any such new Shares amongst the Members, such difficulty shall be determined by the Directors.

III LIEN

4. The Company's lien on shares shall extend to all shares including fully paid up shares and

regulation 11 of Part I of Table A shall be construed accordingly.

#### IV TRANSFERS

5. Regulations 22 and 23 of Part I of Table A shall be read subject to the provisions of regulation 6 hereof, and regulation 3 of Part II of Table A shall not apply.

6. (1) For the purpose of this Article where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a Member of the Company in respect of that share.

(2) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(3) Every Member who desires to transfer any share or shares (hereinafter called "the Vendor") shall give to the Company notice in writing of such desire (hereinafter called "a transfer notice"). Subject as hereinafter mentioned a transfer notice shall constitute the Company the Vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members other than the Vendor at a price to be agreed upon by the Vendor and the Directors or in case of difference at the price which the Auditors for the time being of the Company shall by writing certify to be the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that unless all the shares comprised therein are sold by the Company pursuant to this regulation none shall be so sold and any such provision shall be binding on the Company.

(4) If the Auditors are asked to certify the fair price as aforesaid the Company shall as soon as it receives the same furnish a certified copy thereof to the Vendor and the Vendor shall be entitled by notice in writing given to the Company within ten days of the service upon him of the said certified copy to cancel the Company's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

(5) Upon the price being fixed as aforesaid and providing the Vendor shall not give notice of cancellation as aforesaid the Company shall forthwith by notice in writing inform each Member other than the Vendor of the number and price of the said shares and invite each such Member to apply in writing to the Company within twenty-one days from the date of despatch of the

notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(6) If the said Member shall within the said period apply for all or (except where the transfer notice provides otherwise) any of the said shares the Directors shall allocate the said shares to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders. Provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; And the Company shall forthwith give notice of such allocations (hereinafter called an allocation notice) to the Vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.

(7) The Vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein at the time and place therein specified; if he shall fail to do so the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed Attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor transfers of the shares to the purchasers thereof against payment of the price to the Company. On payment of the price the purchasers shall be deemed to have obtained a good receipt for such payment and on execution and delivery of the transfer the purchasers shall be entitled to insist upon his name being entered in the Register of Members as holder by transfer of the shares. The Company shall forthwith pay the price into a separate Bank Account in the Company's name and shall hold such price in trust for the Vendor.

(8) During the six months following the expiry of the said period of twenty-one days referred to in paragraph (5) of this regulation the Vendor shall be at liberty to transfer to any persons and at any price (being not less than the price fixed under paragraph (3) of this regulation) any share not allocated by the Directors in an allocation notice. Provided that if the Vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this regulation none should be so sold the Vendor shall not be entitled, save with the written consent of all the other Members of the Company, to sell hereunder only some of the shares comprised in his transfer notice.

(9) Subject to the provisions of paragraph (10) of this regulation, any share may be transferred:-

(a) to any person or corporation with the consent in writing of all the other Members;

(b) by a Member to the spouse, child or remoter issue or parent, brother or sister of that Member;

(c) by a Member to any corporation where not less than 51 per cent. of its issued Share Capital is beneficially owned by such Member;

(d) by the personal representatives of any deceased Member to any widow, widower, child or remoter issue or parent, brother, or sister of such deceased Member;

(e) by the Trustees of a family settlement made by the beneficiary, that is to say a settlement under which no-one other than the Member, his spouse and issue (including issue not yet born) is entitled to a beneficial issue and any transfer to new Trustees of any such family settlement;

(f) by a corporate Member to a holding company or subsidiary company of such corporate Member and any other subsidiary of any such holding company.

And the rights of pre-emption hereinbefore conferred in this regulation shall not arise on the occasion of any such transfer.

(10) Notwithstanding the foregoing provisions of this regulation, the Directors may decline to register:-

(a) any transfer of any shares on which the Company has a lien;

(b) any transfer of a share (not being a fully paid share) to a person of whom they do not approve; and

(c) any transfer the registration of which would cause the number of Members to exceed the maximum permitted by regulation 2 of Part II of Table A.

7. (1) Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member, and subject as hereinafter provided, may:-

(i) if a person to whom the deceased or bankrupt Member could have transferred the same pursuant to Article 6 hereof elect by notice in writing served on the Company to be registered himself in respect of the share;

(ii) transfer such share to any person to whom the deceased or bankrupt Member could have transferred the same as aforesaid; or

(iii) give a transfer notice in respect thereof

Provided always:-

(a) that the Directors shall in each case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy as the case may be; and

(b) that all the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice transfer or transfer notice as if the death or bankruptcy of the Member had not occurred and the notice transfer or transfer notice were a transfer signed by that Member.

Regulations 30 and 31 of Table A shall not apply.

(2) Where shares have been transferred by a Member to a corporation pursuant to regulation 6(9)(c) hereof and at any time thereafter such Member ceases to be the beneficial owner of at least 51 per cent. of the issued Share Capital of such corporation then the Directors may within three months from the date on which they receive formal notification of the transaction giving rise to such change of beneficial ownership call on such corporation to serve a transfer notice on the Company in accordance with these regulations in respect of all the shares in the Company registered in the name of such corporation.

(3) For the purpose of ensuring that a transfer of shares is duly authorised in accordance with these regulations or that no circumstances have arisen whereby a transfer notice is required to be given hereunder the Directors may from time to time require any Member or the legal personal representatives of any deceased Member or any person named as the transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter which they may deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable

time after request the Directors shall be entitled to refuse to register the transfer in question or (in case no transfer is in question) to require by notice in writing that a transfer notice be given in respect of the shares concerned. If such information or evidence discloses that a transfer notice ought to have been given in respect of any shares the Directors may by notice in writing require that a transfer notice be given in respect of the shares concerned and in any case where the Directors have hereunder required a transfer notice to be given in respect of any shares or such transfer notice is not duly given within a period of one month such transfer notice shall be deemed to have been given at the expiration of the said period and the provisions of these Articles shall take effect accordingly.

#### V PROXIES

8. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be produced at any meeting at which the person named in the instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted.

Regulation 69 of Part I of Table A shall not apply.

#### VI DIRECTORS

9. The number of Directors shall not be less than two, and the First Directors shall be appointed by the Subscribers to the Memorandum of Association.

Regulation 75 of Part I of Table A shall not apply.

10. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

Regulation 79 of Part I of Table A shall not apply.

11. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the Meeting.

12. Any Director who, by request, performs special services or goes or resides abroad for any

purposes of the Company may be paid such extra remuneration as the Directors may determine.

13. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Regulations 84(2) and 84(4) and regulations 89 to 95 inclusive, shall not apply.

#### VII ALTERNATE DIRECTORS

14. Any Director may, by writing under his hand, appoint any person (whether a Director or Member of the Company or not) to be his alternate, and such alternate shall be entitled, in the absence of the Director whom he represents, to attend and vote at meetings of Directors but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before becoming effective. A Director may at any time, by notice in writing to the Secretary left at the Registered Office of the Company, revoke the appointment of his alternate and appoint another person in his place and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

15. Every person acting as an alternate Director shall be an officer of the Company but shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

16. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meetings of the Directors.

17. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.



NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*C.R.h. James.*

2 Gray's Inn Square,  
London, W.C.1.

SOLICITOR

*R.F. Marshall*

2 Gray's Inn Square,  
London, W.C.1.

SOLICITOR

DATED the *26<sup>th</sup>* day of *AUGUST* 1969

WITNESS to the above Signatures:-

*John Akeman*

*2, Gray's Inn Square,  
London, W.C.1.*

*Solicitor*



## CERTIFICATE OF INCORPORATION

No. 931841

I hereby certify that

**ADMINISTRATION & DIRECTION SERVICES 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 SEPTEMBER, 1969.**

*F. L. Knight*  
(F. L. KNIGHT)

Assistant Registrar of Companies

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES



SPECIAL  
RESOLUTION

-of-

ADMINISTRATION & DIRECTION SERVICES  
LIMITED

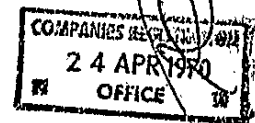
PASSED 21st April 1970

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at 2, Gray's Inn Square, London, W.C.1. on the Twenty-first day of April 1970 the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the name of the Company be changed to  
GENERAL SITE SERVICES LIMITED.

  
CHAIRMAN.





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 961841

I hereby certify that

**ADMINISTRATION & DIRECTION SERVICES LIMITED**

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

**GENERAL SITE SERVICES LIMITED**

Given under my hand at London the

1st MAY, 1970.

(F. L. KNIGHT)

Assistant Registrar of Companies

61841

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

ORDINARY  
RESOLUTION

- of -

ADMINISTRATION & DIRECTION SERVICES LIMITED

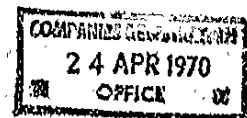
PASSED 21st April 1970

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at 2, Gray's Inn Square, London, W.C.1. on the Twenty-first day of April, 1970 the following RESOLUTION was passed as an ORDINARY RESOLUTION:-

RESOLUTION

That the Authorised Capital of the Company be increased from £100 to £1000 and that the additional shares shall rank pari passu in all respects with the existing shares of the Company.

  
CHAIRMAN.



# THE COMPANIES ACTS 1948 to 1967

## NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

Insert the  
Name  
of the  
Company

ADMINISTRATION & DIRECTION SERVICES

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 Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967.)

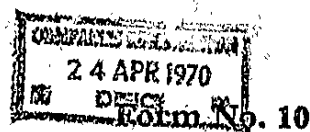
Presented by

Presenter's Reference 6/CJ.

MESSRS. BIRD & BIRD

2, GRAY'S INN SQUARE,

LONDON, W.C.1.



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 CF1 4EA;  
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;  
and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

ADMINISTRATION & DIRECTION SERVICES

Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Section 63 of the Companies Act 1948, that by a \* ORDINARY

Resolution of the Company dated the 21 day of APRIL 1970

the nominal capital of the Company has been increased by the addition thereto of  
the sum of £ 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
900	ORDINARY	£1

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 :—

THE ADDITIONAL SHARES ARE TO RANK PARI PASSU IN ALL RESPECTS WITH THE  
EXISTING SHARES OF THE COMPANY

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

Signature

*[Handwritten Signature]*

State whether Director  
or Secretary

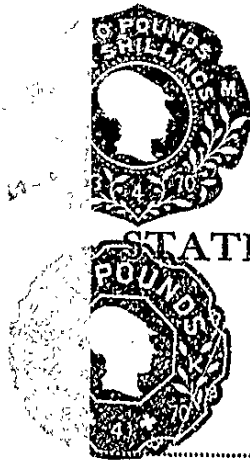
DIRECTOR.

Dated the 21 day of APRIL 1970

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

# THE STAMP ACT 1891

Company Limited by Shares



## STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

ADMINISTRATION & DIRECTION SERVICES

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.)

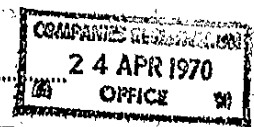
Presented by

Presentor's Reference.....6/CJ.....

MESSRS. BIRD & BIRD

2, GRAY'S INN SQUARE

LONDON W.C.1.



Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;  
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;  
14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 60



# THE NOMINAL CAPITAL

OF

ADMINISTRATION & DIRECTION SERVICES

Limited

has by a Resolution of the Company dated 21<sup>st</sup> APRIL

19.70..... been increased by the addition thereto of the sum of

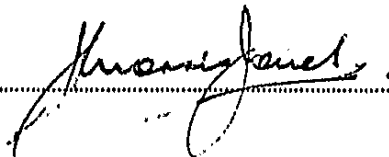
£.900....., divided into:—

900 ORDINARY..... Shares of £1..... each

..... Shares of..... each

beyond the registered Capital of £100.....

Signature.....



(State whether Director or Secretary)..... DIRECTOR.

Dated the 21<sup>st</sup> day of APRIL 19.70

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

23  
THE COMPANIES ACTS 1948 TO 1967

28

29

[COPY]

SPECIAL

resolution (1)

pursuant to section 141 ( ) of the Companies Act 1948 (2)

of GENERAL SITE SERVICES

Limited

Passed the 27th day of September 1974

At an Extraordinary General Meeting of the members of the above-named company,  
duly convened and held at (3) Nelson House, Park Road, Timperley,  
Altrincham, Cheshire.

on the 27th day of September 1974,

the following (1) SPECIAL RESOLUTION was duly passed:—

(4)

See Over .....



NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
- (3) Insert the full address of the place where the meeting was held.
- (4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.  
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



Jordan & Sons Limited  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

1. That the Authorised Share Capital of the Company be increased by the creation of 5,000 Ordinary Shares of £1 each, ranking *pari passu* with the existing Ordinary Shares of £1 each, making an Authorised Share Capital, after such alteration, 6,000 Ordinary Shares of £1 each.
2. That the Directors having recommended the same, it is desirable to capitalise the sum of £5,000 being part of the amount standing to the credit of the Profit and Loss Account in the Accounts of the Company. and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares on the Register of Members at the close of business on 27th September, 1974, in the proportions in which they held such shares respectively on that date, on the condition that the same be not paid in cash but be applied in paying up in full at par 5,000 Unissued Ordinary Shares of £1 each in the Capital of the Company to be allotted and distributed credited as fully paid up to and amongst the said holders of the Ordinary Shares, in the proportion of five fully paid up Ordinary Shares of £1 each for every one share held on that date, such new shares to rank for all dividends declared after 27th September, 1974, and in all other respects *pari passu* with the existing Issued Ordinary Shares, and that the new shares so distributed shall be treated for all purposes as an increase of the nominal capital of the Company held by each such shareholder and not as income and that the Directors shall give effect to this Resolution.

.....  
  
CHAIRMAN.

# THE COMPANIES ACTS 1948 TO 1967

## Notice and statement of increase in nominal capital

To the Registrar of Companies

Name of Company ..... GENERAL SITE SERVICES ..... Limited\*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ~~extraordinary~~/special\* resolution of the company dated the 27th September, 1974, the nominal capital of the company has been increased by the addition thereto of a sum of £ 5,000 beyond the registered capital of £ 1,000. The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
5,000	Ordinary	One Pound

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:-  
(If any of the shares are preference shares state whether they are redeemable or not)

pari passu with existing Ordinary Shares



This notice is accompanied by\*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1927.

Signed ..... *Moniz* .....

State whether Director or Secretary ..... Director. ....

Date ..... September 27, 1974. ....

\* Delete as necessary

Presented by:

Presentor's reference:



Form No. 104  
(See notes overleaf)

28  
THE COMPANIES ACTS 1948 TO 1967

Copy

† SPECIAL

**Resolution**

(pursuant to Section 141 ( ) of the Companies Act 1948) ‡

OF

GENERAL SITE SERVICES

**LIMITED**

Passed the 7th day of October 19 75

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Nelson House, Park Road, Timperley, Altrincham, Cheshire.....

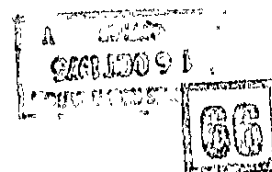
on the 7th day of October 19 75, the following  
† SPECIAL Resolution was duly passed:—  
\*

See Over .....

† Insert "Special" or "Extraordinary" as the case may be.

‡ Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.

\* This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company. The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



1. That the Authorised Share Capital of the Company be increased by the creation of 9,000 Ordinary Shares of £1 each, ranking pari passu with the existing Ordinary Shares of £1 each, making an Authorised Share Capital, after such alteration of 15,000 Ordinary Shares of £1 each.
2. That the Directors having recommended the same, it is desirable to capitalise the sum of £9,000 being part of the amount standing to the credit of the Profit and Loss Account in the Accounts of the Company, and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares on the Register of Members at the close of business on 7th October, 1975, in the proportions in which they held such shares respectively on that date, on the condition that the same be not paid in cash but be applied in paying up in full at par 9,000 Unissued Ordinary Shares of £1 each in the Capital of the Company to be allotted and distributed credited as fully paid up to and amongst the said holders of the Ordinary Shares in the proportion of three fully paid up Ordinary Shares of £1 each for every two shares held on that date, such new shares to rank for all dividends declared after 7th October, 1975, and in all other respects pari passu with the existing Issued Ordinary Shares, and that the new shares so distributed shall be treated for all purposes as an increase of the nominal capital of the Company held by each such shareholder and not as income and that the Directors shall give effect to this Resolution.

.....  
CHAIRMAN

No. of Company .....961841.....

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

*Pursuant to Section 63 of the Companies Act 1948*

To the Registrar of Companies

Name of Company .....GENERAL SITE SERVICES..... Limited\*

hereby gives you notice that by ~~ordinary/extrordinary~~/special\*\* resolution of the company dated the  
...7th October.....1975....., the nominal capital of the company has been increased by the  
addition thereto of a sum of £ .....9,000..... beyond the registered capital of £ .....6,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
9,000	Ordinary	One Pound

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:-  
(If any of the shares are preference shares state whether they are redeemable or not)

pari passu with existing Ordinary Shares

Signed .....*[Signature]*.....

State whether  
Director or Secretary .....Director.....

Date .....04.7.1975.....

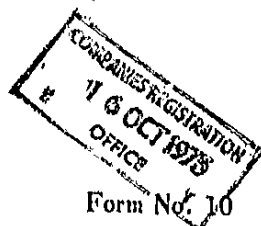
\* Delete "Limited" if not applicable  
\*\* Delete as necessary



(see notes overleaf)

Presented by: *The Secretary*

Presenter's reference:



Margin reserved for binding

## Notice of increase in nominal capital

To the Registrar of Companies

hereby gives you notice that by ~~extraordinary~~/special\*\* resolution of the company dated the  
**2nd December 1977**....., the nominal capital of the company has been increased by the  
 addition thereto of a sum of £ **25,000**..... beyond the registered capital of £ **15,000** .....

Number of shares	Class of share	Nominal amount of each share
25,000	Ordinary	£1

(If any of the shares are preference shares state whether they are redeemable or not)

Signed ..... *T. B. Williams*

State whether  
Director or Secretary ..... Director

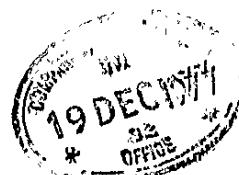
Date, ..... 2nd December 1977 .....

87

(see notes overleaf)

**Presenter's reference:**

GRUMPTON, HONE & CO.  
CHARTERED ACCOUNTANTS  
BEAUCHAMP HOUSE  
1, BEAUCHAMP AVENUE  
KIDDERMINSTER  
WORCESTERSHIRE  
DY11 7BJ



Form No. 10



961841/33

form No. C.A. 51

# THE COMPANIES ACTS 1948 TO 1967

[COPY]

## SPECIAL resolution (1)

pursuant to section 141 ( 2 ) of the Companies Act 1948 (2)

of GENERAL SITE SERVICES

..... Limited  
Passed the Second day of December 19 77

At an Extraordinary General Meeting of the members of the above-named company,  
duly convened and held at (3) Nelson House, Park Road, Timperley,  
Altrincham, Cheshire.

on the Second day of December 19 77,

the following (1) SPECIAL RESOLUTION was duly passed:—  
(4)

See over/...

### NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
- (3) Insert the full address of the place where the meeting was held.
- (4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.  
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



Jordan & Sons Limited  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

# THE COMPANIES ACTS 1948 TO 1967

961 841/38

[COPY]

## resolution (1)

pursuant to section 141 (2) of the Companies Act 1948 (2)

of..... GENERAL SITE SERVICES .....

..... Limited

Passed the ..... Seventh ..... day of ..... December ..... 1978 .....

At an Extraordinary General Meeting of the members of the above-named company,

duly convened and held at (3) ..... Nelson House, Park Road, .....

..... Timperley, Altrincham, Cheshire, .....

on the ..... Seventh ..... day of ..... December ..... 1978 .....

the following (1) ..... RESOLUTION was duly passed:—

(4)

See over/.....

76

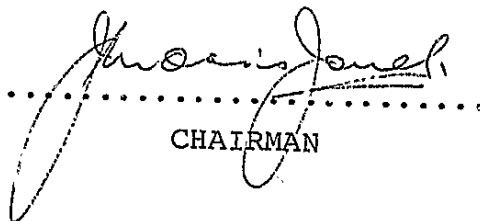
### NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
- (3) Insert the full address of the place where the meeting was held.
- (4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.  
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



**Jordan & Sons Limited**  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

1. That the authorised capital of the Company be increased from £40,000 to £100,000 by the creation of 60,000 new Shares of £1 each ranking in all respects pari passu with the existing Shares of £1 each in the capital of the Company.
2. That the Directors having recommended the same it is desirable to capitalise the sum of £60,000 being part of the amount standing to the credit of Reserves in the Accounts of the Company, and accordingly the such sum be set free for distribution amongst the holders of the Shares on the Register of Members at the close of business on the 7th day of December 1978 in the proportions in which they are held such shares respectively on that date on condition that the same be not paid in cash but be applied in paying up in full at par the 60,000 unissued Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up to and amongst the said holders or their nominee or nominees approved by the Directors in the proportion of three fully paid new Shares of £1 for every two shares held on that date, such new Shares to rank for all dividends declared after the 7th day of December 1978 and in all other respects pari passu with the existing issued Shares and that the new Shares so distributed shall be treated for all purposes as an increase of the nominal amount of the capital of the Company held by each such Shareholder and not as income and that the Directors shall give effect to this Resolution.

  
.....  
CHAIRMAN

No. of Company ..... 961841 / 24

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... GENERAL SITE SERVICES ..... Limited\*

hereby gives you notice that by ~~ordinary~~/special\*\* resolution of the company dated the  
7th December 1978, the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 60,000..... beyond the registered capital of £ 40,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
60,000	Ordinary	£1

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:-  
(If any of the shares are preference shares state whether they are redeemable or not)

Pari passu with existing ordinary shares.

Signed ..... G.B. Billing .....  
State whether

Director or Secretary ..... Director

Date ..... 7th December 1978



\* Delete "Limited" if not applicable  
\*\* Delete as necessary

(see notes overleaf)

Presented by:

CRUMPTON, HOMER & Co.  
CHARTERED ACCOUNTANTS  
BEAUCHAMP HOUSE  
1, BEAUCHAMP AVENUE  
KIDDERMINSTER  
WORCESTER SHIRE  
DY11 7BJ

Presenter's reference:

Form No. 10



# Crumpton, Homer, Randall & Co.

## CHARTERED ACCOUNTANTS

E. CRUMPTON, M.L. HOMER, J.A. RANDALL, T.W. EDWARDS, J.H. WILKES

CONSULTANT - G. A. TYERS

Beauchamp House, 1, Beauchamp Avenue, Kidderminster, Worcestershire, DY11 7BJ.

Telephone : Kidderminster (0562) 66333/5 Telex: 24224 Ref. 2796.

and at Worcester Telephone : (0905) 26222/3

741 91541/146

AGENTS	
AGENTS	AGENTS
ALGERIA	ALGERIA
ANDORRA	ANDORRA
ARGENTINA	ARGENTINA
AUSTRIA	AUSTRIA
BELGIUM	BELGIUM
BENELUX	BENELUX
BRAZIL	BRAZIL
CANADA	CANADA
CAYMAN ISLANDS	CAYMAN ISLANDS
CHILE	CHILE
CHINA	CHINA
EGYPT	EGYPT
EL SALVADOR	EL SALVADOR
FRANCE	FRANCE
GERMANY	GERMANY
GREECE	GREECE
HOLLAND	HOLLAND
INDONESIA	INDONESIA
ITALY	ITALY
JAPAN	JAPAN
KOREA	KOREA
LIBERIA	LIBERIA
LYONS	LYONS
MACAU	MACAU
MALAYSIA	MALAYSIA
MEXICO	MEXICO
MOROCCO	MOROCCO
NETHERLANDS	NETHERLANDS
NEW ZEALAND	NEW ZEALAND
NORWAY	NORWAY
PARAGUAY	PARAGUAY
PERU	PERU
PORTUGAL	PORTUGAL
RUSSIA	RUSSIA
SINGAPORE	SINGAPORE
SOUTH AFRICA	SOUTH AFRICA
SPAIN	SPAIN
SWEDEN	SWEDEN
SWITZERLAND	SWITZERLAND
TAIWAN	TAIWAN
THAILAND	THAILAND
USA	USA
URUGUAY	URUGUAY

Your Ref :

Our Ref: RC/SEB

1st March 1980

The Secretary,  
General Site Services Limited,  
Nelson House,  
Park Road,  
Timperley,  
Altrincham,  
Cheshire,  
WA14 5AB.

Dear Sir,

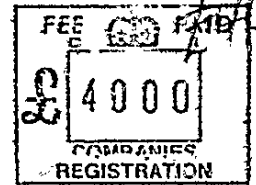
Kindly accept this letter as our formal resignation from the office of Auditors of your Company.

We are not aware of any circumstances in connection with this resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,

*E. Crumpton*





52  
Company No. 961841.

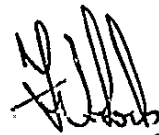
GENERAL SITE SERVICES LIMITED  
SPECIAL RESOLUTION

PASSED on *February 10<sup>TH</sup>* 1981 at an Extraordinary General Meeting of the above-named Company duly convened and held at Nelson House, Park Road, Timperley, Cheshire at 6-16 pm on the tenth day of February 1981

The following Resolution was considered and passed as a Special Resolution of the Company viz:-

SPECIAL RESOLUTION

"THAT with the consent of the Department of Trade the name of the Company be changed to GSS Group Limited."

  
Chairman

Dated: 10.2.81



Child  
£40  
035052

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 961841

I hereby certify that

GENERAL SITE SERVICES LIMITED

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

GSS GROUP LIMITED

Given under my hand at Cardiff the

1ST APRIL 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

No. 961841

70

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GSS GROUP LIMITED

Incorporated the 11th day of September, 1969





THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

GSS GROUP LIMITED

1. The name of the Company is "GSS GROUP 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 design, manufacture, erect, build, construct, repair, alter, buy, sell or otherwise dispose of, maintain, own, operate, manage or otherwise deal in or with plant, oil and other refineries, chemical and petro-chemical works, factories, building, pipe-lines, structures, warehouses, equipment, machinery, tools, appliances, materials and articles of every

\*Having been changed from "General Site Services Limited" by Special Resolution passed 10th February 1981.

type nature and description and to design, manufacture, buy, sell, own, use, import, export, and in any other manner to produce, acquire or dispose of or deal in or with, construction equipment, materials and supplies and all other goods, wares, merchandise and personal property of every kind and description, and to buy or otherwise acquire and hold and improve, develop, use, lease, license, sell, exchange or otherwise deal in or with grants, options, patents, concessions, franchises and real and personal property of any character.

(b) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.

(c) to acquire and carry on all or any part of the business or property and to undertake any liabilities of any person or company possessed of property suitable for any of

the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration and in particular for cash or in consideration of the issue of shares, securities or obligations of the Company.

- (d) to enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with any person or company carrying on, 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, and to take or otherwise acquire and hold, sell or otherwise deal with shares, securities or obligations of, and to subsidise or otherwise assist any such person or company.
- (e) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business and to erect, construct and equip buildings and works of all kinds.

- (f) to apply for, purchase or otherwise acquire any patents, licences and like rights, 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.
- (g) to purchase, subscribe for or otherwise acquire, and to hold the shares, securities or obligations of any company in the United Kingdom or elsewhere.
- (h) to invest the moneys of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined.
- (i) to borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to

guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing any company which is, (within the meaning of Section 154 of the Companies Act, 1948 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

- (j) to issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person

or company having dealings with the Company, or in whose business or undertaking the Company is interested.

- (k) to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (l) to lend money to such persons, upon such terms and subject to such conditions, as may seem expedient.
- (m) to sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, securities or obligations of or interest in any other company.
- (n) to pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures, debenture stock, securities or obligations.

- (o) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (p) to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to

any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (q) to promote any company or companies for the purpose of its or their 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 this Company and to pay all the expenses of or incidental to such promotion.
- (r) to amalgamate with any other company.
- (s) to distribute any of the Company's property or assets among the members in specie.
- (t) to cause the Company to be registered or recognised in any foreign country.



- (u) to do all or any of the above things in any part of the World, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (v) to do all such other things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.

And it is hereby declared that the word "company", save where used in reference to this 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 and the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses & Descriptions of Subscribers	Number of Shares taken by each Subscriber
---	--

C.R.L. JAMES  
2 Gray's Inn Square,  
London, W.C.1.  
Solicitor.

One

R.F.B. MALLINSON  
2 Gray's Inn Square,  
London, W.C.1.  
Solicitor.

One

DATED the 11th day of September 1969

WITNESS to the above Signatures:-

JOHN AKERMAN  
2 Gray's Inn Square,  
London, W.C.1.  
Solicitor.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GSS GROUP LIMITED

I GENERAL

1. Subject as hereinafter provided the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

2. The Company shall be a private company and regulations 24 and 53 of Part I of Table A shall not apply.

II SHARES

3. After the first allotment and issue by the Directors of Shares all unissued Shares of the Company shall be offered to the Members in proportion to the nominal value of the existing Shares held by them and such offer shall be made by notice specifying the number of Shares to which each Member is entitled and limiting a time being not less than fourteen days 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 Member to whom such notice is given that he declines to accept the Shares so offered the Directors may allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and upon such terms and conditions as the Directors may determine. If owing to the inequality in the number of new Shares to be issued and the number of Shares held by Members entitled to have the offer of such new Shares any difficulty shall arise in the apportionment of any such new Shares amongst the Members, such difficulty shall be determined by the Directors.

3A. The Company may from time to time purchase its own shares.

### III LIEN

4. The Company's lien on shares shall extend to all shares including fully paid up shares and regulation 11 of Part I of Table A shall be construed accordingly.

### IV TRANSFERS

5. Regulations 22 and 23 of Part I of Table A shall be read subject to the provisions of regulation 6 hereof, and regulation 3 of Part II of Table A shall not apply.

6. (1) For the purpose of this Article where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a Member of the Company in respect of that share.

(2) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(3) Every Member who desires to transfer any share or shares (hereinafter called "the Vendor") shall give to the Company notice in writing of such desire (hereinafter called "a transfer notice"). Subject as hereinafter mentioned a transfer notice shall constitute the Company the Vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members other than the Vendor at a price to be agreed upon by the Vendor and the Directors or in case of difference at the price which the Auditors for the time being of the Company shall by writing certify to be the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that unless all the shares

comprised therein are sold by the Company pursuant to this regulation none shall be so sold and any such provision shall be binding on the Company.

(4) If the Auditors are asked to certify the fair price as aforesaid the Company shall as soon as it receives the same furnish a certified copy thereof to the Vendor and the Vendor shall be entitled by notice in writing given to the Company within ten days of the service upon him of the said certified copy to cancel the Company's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

(5) Upon the price being fixed as aforesaid and providing the Vendor shall not give notice of cancellation as aforesaid the Company shall forthwith by notice in writing inform each Member other than the Vendor of the number and price of the said shares and invite each such Member to apply in writing to the Company within twenty-one days from the date of despatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(6) If the said Members shall within the said period apply for all or (except where the transfer notice provides otherwise) any of the said shares the Directors shall allocate the said shares to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders. Provided that no applicant shall be obliged to take more than the maximum number of the shares specified by him as aforesaid; and the Company shall forthwith give notice of such allocations (hereinafter called an allocation notice) to the Vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.

(7) The Vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein at the time and place therein specified; if he shall fail to do so the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed Attorney of the Vendor with full



power to execute complete and deliver in the name and on behalf of the Vendor transfers of the shares to the purchasers thereof against payment of the price to the Company. On payment of the price the purchasers shall be deemed to have obtained a good receipt for such payment and on execution and delivery of the transfer the purchasers shall be entitled to insist upon his name being entered in the Register of Members as holder by transfer of the shares. The Company shall forthwith pay the price into a separate Bank Account in the Company's name and shall hold such price in trust for the Vendor.

(8) During the six months following the expiry of the said period of twenty-one days referred to in paragraph (5) of this regulation the Vendor shall be at liberty to transfer to any persons and at any price (being not less than the price fixed under paragraph (3) of this regulation) any share not allocated by the Directors in an allocation notice. Provided that if the Vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this regulation none should be so sold the Vendor shall not be entitled, save with the written consent of all the other Members of the Company, to sell hereunder only some of the shares comprised in his transfer notice.

(9) Subject to the provisions of paragraph (10) of this regulation, any share may be transferred:-

- (a) to any person or corporation with the consent in writing of all the other Members;
- (b) by a Member to the spouse, child or remoter issue or parent, brother or sister of that Member;
- (c) by a Member to any corporation where not less than 51 per cent. of its issued Share Capital is beneficially owned by such Member;
- (d) by the personal representatives of any deceased Member to any widow, widower, child or remoter issue or parent, brother, or sister of such deceased Member;
- (e) by the Trustees of a family settlement made by the beneficiary, that is to say a settlement under which no-one other than the Member, his spouse and issue (including issue not yet born) is entitled to a beneficial issue and any transfer to new Trustees of any such family settlement;
- (f) by a corporate Member to a holding company or subsidiary company of such corporate Member and any other subsidiary of any such holding company.

And the rights of pre-emption hereinbefore conferred in this regulation shall not arise on the occasion of any such transfer.

(10) Notwithstanding the foregoing provisions of this regulation, the Directors may decline to register:-

- (a) any transfer of any shares on which the Company has a lien;
- (b) any transfer of a share (not being a fully paid share) to a person of whom they do not approve; and
- (c) any transfer the registration of which would cause the number of Members to exceed the maximum permitted by regulation 2 of Part II of Table A.

7.(1) Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member, and subject as hereinafter provided, may:-

- (i) if a person to whom the deceased or bankrupt Member could have transferred the same pursuant to Article 6 hereof elect by notice in writing served on the Company to be registered himself in respect of the share;

- (ii) transfer such share to any person to whom the deceased or bankrupt Member could have transferred the same as aforesaid; or
- (iii) give a transfer notice in respect thereof.

Provided always:-

- (a) that the Directors shall in each case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy as the case may be; and
- (b) that all the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice transfer or transfer notice as if the death or bankruptcy of the Member had not occurred and the notice transfer or transfer notice were a transfer signed by that Member.

Regulations 30 and 31 of Table A shall not apply.

- (2) Where shares have been transferred by a Member to a corporation pursuant to regulation

6(9)(c) hereof and at any time thereafter such Member ceases to be the beneficial owner of at least 51 per cent. of the issued Share Capital of such corporation then the Directors may within three months from the date on which they receive formal notification of the transaction giving rise to such change of beneficial ownership call on such corporation to serve a transfer notice on the Company in accordance with these regulations in respect of all the shares in the Company registered in the name of such corporation.

(3) For the purpose of ensuring that a transfer of shares is duly authorised in accordance with these regulations or that no circumstances have arisen whereby a transfer notice is required to be given hereunder the Directors may from time to time require any Member or the legal personal representatives of any deceased Member of any person named as the transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter which they may deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after request the Directors shall be entitled to refuse to

register the transfer in question or (in case no transfer is in question) to require by notice in writing that a transfer notice be given in respect of the shares concerned. If such information or evidence discloses that a transfer notice ought to have been given in respect of any shares the Directors may by notice in writing require that a transfer notice be given in respect of the shares concerned and in any case where the Directors have hereunder required a transfer notice to be given in respect of any shares or such transfer notice is not duly given within a period of one month such transfer notice shall be deemed to have been given at the expiration of the said period and the provisions of these Articles shall take effect accordingly.

#### V. PROXIES

8. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be produced at any meeting at which the person named in the instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted.

Regulation 69 of Part I of Table A shall not apply.

#### VI. DIRECTORS

9. The number of Directors shall not be less than two, and the First Directors shall be appointed by the Subscribers to the Memorandum of Association.

Regulation 75 of Part I of Table A shall not apply.

10. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

Regulation 79 of Part I of Table A shall not apply.

11. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the Meeting.

12. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration as the Directors may determine.

13. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Regulations 84(2) and 84(4) and regulations 89 to 96 inclusive, shall not apply.

#### VII ALTERNATE DIRECTORS

14. Any Director may, by writing under his hand, appoint any person (whether a Director or Member of the Company or not) to be his alternate, and such alternate shall be entitled, in the absence of the Director whom he represents, to attend and vote at meetings of Directors but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before



becoming effective. A Director may at any time, by notice in writing to the Secretary left at the Registered Office of the Company, revoke the appointment of his alternate and appoint another person in his place and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

15. Every person acting as an alternate Director shall be an officer of the Company but shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

16. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meetings of the Directors.

17. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of

the Director he is representing in addition to his own vote.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

C.R.L. JAMES  
2 Gray's Inn Square,  
London, W.C.1.  
Solicitor

R.F.B. MALLINSON  
2 Gray's Inn Square,  
London, W.C.1.  
Solicitor

---

DATED the 11th day of September 1969.

WITNESS to the above Signatures:-

JOHN AKERMAN,  
2 Gray's Inn Square,  
London, W.C.1.  
Solicitor.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

GOBLIN LIMITED

1. The Name of the Company is "GOBLIN 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 carry on all or any of the businesses of manufacturers, wholesalers and retailers of household, industrial and educational appliances, tools and equipment of all kinds; general, mechanical, electrical, automobile and electronic engineers in all branches; merchants, dealers and retailers of engineering products of all kinds; manufacturers of steel and other metal fabrications; founders and manufacturers of castings of all metals; manufacturers of engineering, mechanical, electrical and electronic products of all kinds; manufacturers of plant, machinery, instruments, implements and equipment of all descriptions; general contractors and agents; timber merchants and dealers; and importers, exporters and factors of goods, products and articles dealt with in any of the foregoing businesses.
  - (B) To buy, sell, manufacture, repair, alter, manipulate and otherwise deal in apparatus, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.
  - (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.

10 JAN 1989  
41

- (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 £2,000,\* divided into 900 Ordinary Shares of £1.00 each and 1,100 Non-cumulative Preference Shares of £1.00 each, and US\$1,700,000 divided into 1,700,000 Ordinary Shares of \$1.00 each.

\* On 21st December 1971 the share capital was divided into 'A' and 'B' shares.

On 29th November 1974 the share capital was no longer divided into 'A' and 'B' shares and 1,100 Ordinary Shares of £1.00 each were converted into 1,100 Non-cumulative Preference Shares of £1.00 each.

On 14th December 1988 the share capital was increased by US\$1,700,000 divided into 1,700,000 Ordinary Shares of \$1.00 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.	No. of Shares taken by each Subscriber
<p>Jeremy James Boanson Stafford, 5, Bowling Green Street, Leicester. Solicitor.</p> <p>Graham Kirby Johnson Moore, 5, Bowling Green Street, Leicester. Solicitor.</p>	<p>One</p> <p>One</p>
TOTAL SHARES TAKEN.	Two

Dated this 18th day of October, 1968.

Witness to the above Signatures:-

John H. R. Hood,  
Solicitor,  
Leicester.



**G**

COMPANIES FORM No. 169

**Return by a company purchasing  
its own shares****169**

Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this marginTo the Registrar of Companies  
(Address overleaf)Please complete  
legibly, preferably  
in black type, or  
bold block lettering

For official use

Company number

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

961841

Please do not write  
in the space below.  
For Inland Revenue  
use only.\* Insert full name  
of company

Name of company

\* GSS GROUP LTD

**Note**This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the companyShares were purchased by the company under section 162 of the above Act as  
follows:

Class of shares	ORDINARY		
Number of shares purchased	3000		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	8-6-85		
Maximum prices paid \$ for each share			
Minimum prices paid \$ for each share			

§ A private company  
is not required to  
give this informationThe aggregate amount paid by the company for the shares  
to which this return relates was:

£6000

Stamp duty payable pursuant to section 66 of the Finance Act  
1986 on the aggregate amount at 50p per £100 or part of £100

£60

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

Signed

Designation†

Date 23<sup>rd</sup> April 1989Presenter's name address and  
reference (if any):12 AMBASSADOR PLACE  
STOCKPORT ROAD  
ALTRINGHAM  
CHESHIRE  
WA15 8ERFor official Use  
General Section

Post room  
RECEIVED  
21 APR 1989  
M 43

205680  
003706

1      961841

GSS GROUP LIMITED

At an Extraordinary General Meeting of the above named  
Company held on Saturday 8th June 1985 the following  
Resolutions were passed as Special Resolutions:

1. That the Articles of Association of the Company be  
altered by the addition of the following as Article 3A:  
"3A. The Company may from time to time purchase its  
own shares."
2. That the Company be authorised to purchase from Mr.  
L.C. Dens 3,000 Ordinary Shares of £1 each in the capital  
of the Company at a price of £2 each.

.....  
F.W. Croxton  
Secretary.



■ Chartered Accountants  
Commercial Union House  
Albert Square  
Manchester M2 6LP

■ Phone: 061-953 9000  
Telex: 667947  
Fax: 061-832 4124

January 8, 1991

G315 AU DH NL 2900Z

The Secretary,  
G.S.S. Group Limited.,  
12 Ambassador Place  
Stockport Road,  
Altrincham,  
Cheshire.  
WA15 8EQ

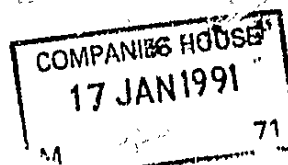
Dear Sir,

In accordance with section 392 of the Companies Act 1985, we write to notify you of our formal resignation as auditors of your company. This resignation takes effect from the time at which you receive this letter.

In accordance with section 394(1) of that Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

*Ernst & Young*



■ Also at Lowry House, 17 Marble Street, Manchester M2 3AW  
Phone: 061-953 9000  
A list of partners' names is available for inspection at the above address.  
Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.