

Number of
Company

998387

1

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.

MARKIM FUEL OILS

LIMITED

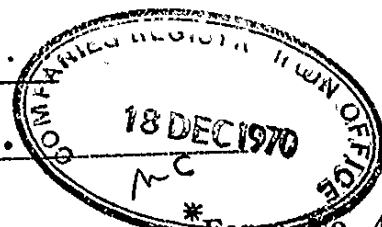
Presented by

T.J. Hunt

Presentor's Reference TJH

2, Broad Street Place,

London, E.C.2.



* 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; 15 Hanover Street W1R 9HG;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

[P.T.O.]

I, TIMOTHY JAMES HUNT

of 2, Broad Street Place,

London, E.C.2.

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

of the Supreme Court engaged in the formation

of Markim Fuel Oils

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 2, Broad Street Place,

London, E.C.2.

the 17th day of December

one thousand nine hundred and

Seventy

Before me,

M. E. ABERSTONE.

A Commissioner for Oaths [or Notary Public or]
[or other person authorised to administer oaths]

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

Tin Lt

Company } ———— 335587 ————

STATEMENT OF THE NOMINAL CAPITAL

OF

MARKIM FUEL OILS



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

7.9.11 +

Description Solicitor engaged in formation

Dated the 17th day of December, 1970

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.

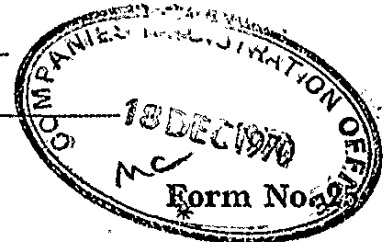
Presented by

T. J. Hunt

Presentor's Reference TJH

2, Broad Street Place,

London, E.c.2.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

199-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
11 Hanover Street W1R 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR;
and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

No.

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

MARKIM FUEL OILS LIMITED

Memorandum

— AND —

Articles of Association

Incorporated the

day of

1970



CERTIFICATE OF INCORPORATION

No.

I hereby certify that

MARKIM FUEL OILS

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

December, 1970.

Assistant Registrar of Companies.

THE COMPANIES ACTS 1948 to 1967.

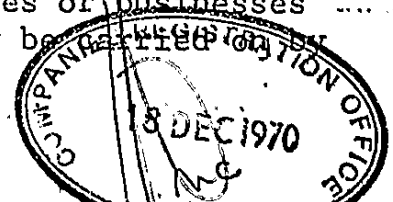
COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

MARKIM FUEL OILS. LIMITED.

1. The name of the Company is " MARKIM FUEL OILS LIMITED". ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:—
 - (1) (a) To carry on either separately or with others all or any of the businesses of importers, storers, suppliers, distributors, refiners, producers and distillers of and dealers in petroleum and petroleum products in all its branches and in all other fuels;
 - (b) To carry on the business of garage proprietors and of service stations for motor vehicles and to operate motor transport including the leasing or hiring for any period or number of journeys of cars, lorries, trucks, tractors and vehicles used in the repair of such vehicles and as manufacturers of and dealers in heating, cooking, ventilating and temperature control, plant and equipment and apparatus of all kinds including the repair, maintenance and service thereof;
 - (c) To carry out such other trades or businesses whatsoever which can advantageously be carried on by the Company;



(2) " To acquire, hold, dispose, lease or otherwise deal with any property whatsoever or any interest therein as may seem directly or indirectly to advance the interests of the Company;

(3) To enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs.

(4) To pay or to make such arrangements for providing such pensions, benefits, share acquisition schemes and other matters (whether to or for or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependants of such directors or employees) as may seem directly or indirectly to advance the interests of the Company.

(5) To act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company.

(6) To sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the Members of the Company.

(7) To acquire and hold interests in other companies and to enter into any arrangements with other companies which may seem to advance the interests of the Company, upon such terms as the Company may decide.

(8) To raise or borrow money and to receive deposits, and to lend money, give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit.

(9) To pay the formation and registration expenses of the Company.

(10) To contribute to any public, general, political, charitable, benevolent or useful object, to which it may

seem to be in the interest of the Company or its Members to contribute.

- (11) To do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

And it is hereby declared (a) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Number of Shares
taken by each
Subscriber.

Y. J. Hunt

*2 Broad Street Place
London E.C. 2*

One

Solicitor

A. R. Airbird

*2 Broad Street Place
London E.C. 2*

One

Accountant

DATED the 17th day of December, 1970

WITNESS to the above signatures:—

F. R. W. Nunn

2 Broad St. Place E.C. 2

Chartered Accountants articled clerk

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

MARKIM FUEL OILS LIMITED

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948 and, subject as hereinafter provided, the Regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter respectively referred to as "Table A, Part I" and "Table A, Part II") shall apply to the Company.

2. The following Regulations of Table A, Part I and Table A, Part II, shall be altered, modified, omitted or replaced in the manner and to the extent set opposite to the same respectively:—

Number of Regulation in Table A, Part I.	Alteration, modification, omission or substitution	Extent of alteration, modification, omission or substitution
2	Omit	The whole Regulation.
11	Omit	The words "(not being a fully paid share)" and the words "(other than fully paid shares)".
24	Omit	The whole Regulation.
52	Omit	The words "the appointment of, and".
53	Omit	The whole Regulation.
58	Insert	The words "or not carried by a particular majority" after the words "or lost".
71	Omit	The whole Regulation.

Number of Regulation in Table A, Part I.	Alteration, modification, omission or substitution	Extent of alteration, modification, omission or substitution
75	Substitute	Article 4 for the whole Regulation.
77	Substitute	Article 5 for the whole Regulation.
78	Insert	The words "in General Meeting" after the words "unless the Company".
79	Omit	The whole proviso.
84	Insert	The words "and subject to such disclosure, a Director may vote in respect of any contract or arrangement in which he is interested and he shall be reckoned for the purpose of constituting a quorum of Directors" at the end of paragraph (1).
84	Omit	Paragraph (2).
86	Omit	The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose".
88	Substitute	Article 6 for the whole Regulation.
89 to 93 inclusive	Omit	The whole Regulations.
94	Omit	The words "and may also determine in what rotation the increased or reduced number is to go out of office".
95	Omit	The last sentence beginning "Any Director so appointed".
96 and 97	Substitute	Article 7 for the whole Regulations.
106	Insert	The sentence "Such resolution may consist of several documents in the like form each signed by one or more of the Directors" at the end of the Regulation.
107 to 109 inclusive	Substitute	Articles 11, 12, 13, 14 and 15 for the whole Regulation.
131	Omit	The words "in the case of a notice of a meeting" and all the words after "the letter containing the same is posted".
135	Insert	The words "with the like sanction" immediately before the words "determine how such division".
Number of Regulation in Table A, Part II.	Alteration, modification, omission or substitution	Extent of alteration, modification, omission or substitution
1	Omit	The whole Regulation.
5	Substitute	Article 9 for the whole Regulation.
6	Omit	The whole Regulation.

3. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original share capital of the Company, and any new shares subsequently created shall be at the disposal of the Directors who may allot or otherwise dispose of them

subject to Regulation 2 of Table A, Part II to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two nor more than ten in number. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

5. A Director shall not be required to hold any share qualification.

6. The office of a Director shall be vacated:—

- (a) If (not being a Managing Director holding office as such for a fixed term) by notice in writing to the Company he resigns his office as Director.
- (b) If he becomes bankrupt or enters into any arrangement with his creditors.
- (c) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (d) If he becomes of unsound mind.
- (e) If he be requested in writing by all his co-Directors to resign.

7. The Company may by Extraordinary Resolution or, pursuant and subject to the provisions of Section 184 of the Act, by Ordinary Resolution remove any Director and may by an Ordinary Resolution appoint another person in his stead.

8. There shall not be any age limit for Directors and Section 185, Sub-sections (1) to (6) of the Act, shall not apply to the Company.

9. A resolution in writing signed by all the Members entitled to attend and vote at a General Meeting of the Company shall be as valid and effectual as if it had been passed at a Meeting of the Members duly convened but this shall not apply to a resolution in respect of any matter which by the Act is directed to be dealt with by the Company in General Meeting.

10. (a) Any Director may at any time appoint any person approved by the Board (such approval not to be unreasonably withheld) to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company for acting as such. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents.

(b) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

(c) An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

(d) All appointments and removals of alternate Directors shall be effected by writing under hand of the Director making or revoking such appointment left at the registered office of the Company.

11. The Directors may from time to time appoint one or more of their number to the office of Managing Director, or to any other office (except that of Auditor) or employment under the Company, for such period and on such terms as they think fit, and may also continue any person appointed to be a Director in any other office or employment held by him before he was so appointed. A Director (other than a Managing Director) holding any such other office or employment is herein referred to as "an Executive Director".

12. A Director appointed to the office of Managing Director shall (subject to the provisions of any contract between himself and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases from any cause to be a Director he shall *ipso facto* cease to be a Managing Director.

13. The tenure of the office or employment by virtue of his holding whereof a Director is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a

Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors.

14. The remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Directors and may be of any description, and (without limiting the generality of the foregoing) may include admission to, or continuance of, membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

15. The Directors may entrust to and confer upon a Managing Director or Executive Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and, in the case of a Managing Director, either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw alter or vary all or any of such powers.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

J. J. Hunt
2 Broad Street Place
London E.C.2.

Solvent

A. Rainbird,
2 Broad Street Place,
London E.C.2.

Accountant

DATED the 17th day of December : 1970

WITNESS to the above signatures:—

E. R. W. Nunn

2 Broad St. Place E.C.2

Chartered Accountants articled clerk



CERTIFICATE OF INCORPORATION

No. 998387

I hereby certify that

MARKIM FUEL OILS 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 **29TH DECEMBER, 1970.**


(F. L. KNIGHT)

Assistant Registrar of Companies

G

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

316

998387

Name of company

MARKIM FUEL OILS

Limited*

*delete if inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

4th FLOOR, PEMBROKE HOUSE, 40, CITY ROAD, LONDON EC1Y 2AQ

in lieu of*

2, BROAD STREET PLACE, LONDON EC2M 7EP.

where it was previously kept

*delete as appropriate

Signed

Russell Hindle

Secretaries.

{Director} {Secretary} † Date

Presentor's name, address and reference (if any): RNF.

ULTRAMAR COMPANY LIMITED
TRANSFER OFFICE.
40, CITY ROAD,
LONDON EC1Y 2AQ

For official use

General section

Post room



THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

27

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

32

998387

Name of company

MARKIM FUEL OILS

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

4th FLOOR, PEMBROKE HOUSE, 40, CITY ROAD, LONDON EC1Y 2AQ

delete as appropriate

Signed

James L. L. L.

SECRETARIES

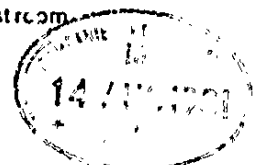
Director (Secretary)† Date

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

ULTRAMAR COMPANY LIMITED
4th FLOOR. 40 CITY ROAD.
LONDON EC1Y 2AQ.

For official use
General section

Post room



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

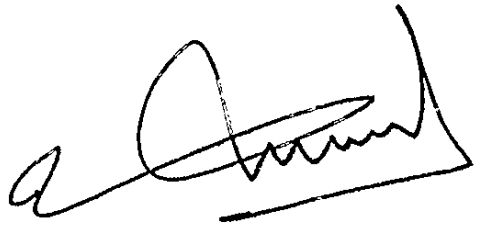
RESOLUTION OF
MARKIM FUEL OILS LIMITED

Passed 12th May 1982

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Morgan House, 1 Angel Court, London EC2R 7AU on Wednesday, the 12th day of May 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association in the form contained in the printed document submitted to this Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



Chairman



ARTICLES OF ASSOCIATION of
MARKIM FUEL OILS LIMITED

As at 12 May 1982

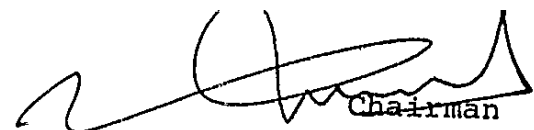

Chairman
The Companies Acts 1948
to 1981
Company Limited by Shares
No. 998387

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A, Part I (but not Part II) in the First Schedule to the Companies Act 1948 as amended - including regulations 4, 11, 53, 54, 58, 79 (except the proviso thereto), 80, 116, 128 and 129 as amended and regulations 73A and 128A - (in these Articles referred to as "Table A") shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulations 10 and 75; the proviso to regulation 79; paragraphs (2) and (4) of regulation 84; in regulation 46 and the proviso to regulation 128: the word "fund"; in regulation 69: the words "not less than 48 hours" and "not less than 24 hours"; in regulation 86: the words which follow paragraph (c); in regulation 88(a): the words "or 185".

SHARES

3. (1) Subject to the provisions of the Companies Act 1980 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant



options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

(2) The Company is a private company and accordingly:

- (a) no shares in or debentures of the Company may be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public, provided that sections 45(2) and 55 of the Companies Act 1948 shall apply for the purposes of this Article as they apply for the purposes of that Act;
- (b) the Company shall not have power to issue share warrants to bearer.

DIRECTORS

4. (1). Unless and until otherwise determined by ordinary resolution of the Company, the number of directors shall not be less than two.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

ALTERNATE DIRECTORS

5. (1) Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.

(2) An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(3) An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall (subject to Article 8) count as only one for the purpose of determining whether a quorum is present.

INTEREST OF DIRECTORS

6. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

APPOINTMENT AND REMOVAL OF DIRECTORS

7. (1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment

or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 7.(1).

(3) While the Company is a subsidiary, regulations 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8. (1) A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held.

(2) For the purposes of determining whether there exists the quorum fixed by or in accordance with regulation 99 of Table A as that necessary for the transaction of the business of the directors, there shall be counted in the quorum (a) in the case of a resolution agreed by directors in telephonic

communication, all such directors and (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting.

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

27Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

144

998387

Name of company

*delete if
inappropriate

MARKIM FUEL OILS

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

MORGAN HOUSE, 1 ANGEL COURT, LONDON EC2R 7AU

*delete as
appropriate

Signed

79 Hunt

~~Director~~ [Secretary]† DatePresentor's name, address and
reference (if any):ULTRAMAR PLC
MORGAN HOUSE
1 ANGEL COURT
LONDON EC2R 7AUFor official use
General section

Post room



G

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[43]

998387

Name of company

delete if inappropriate

MARKIM FUEL OILS

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

MORGAN HOUSE, 1 ANGEL COURT, LONDON EC2R 7AU

in lieu of*

PEMBROKE HOUSE, 40 CITY ROAD, LONDON EC1Y 2AQ

where it was previously kept

delete as appropriate

Signed

[Handwritten signature]

{Director} {Secretary}† Date

Presentor's name, address and reference (if any):

ULTRAMAR PLC
MORGAN HOUSE
1 ANGEL COURT
LONDON EC2R 7AU

For official use
General section

Post room



G

COMPANIES FORM No. 225(2)

**Notice by an holding or subsidiary
company of new accounting
reference date given after the end
of an accounting reference period**

225(2)

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete
legibly preferably
in black type or
bold block lettering

[] [] [] []

998387

Name of company

MARKIM FUEL OILS LTD

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below

Day Month

30 06

The previous accounting reference period of the company is to be treated as ~~shortened~~ extended and ~~is to be treated as having come to an end~~ will come to an end on

Day Month Year

30 06 1988

The company is a subsidiary ~~holding company~~ of KUWAIT PETROLEUM (GB) LIMITED

Company number 762360

the accounting reference date which is 30.06

Signed *[Signature]*

Witness Secretary Date 29.1.88

Presented's name & address and
reference to the

Presented's name
& address

Presented's name

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

316

998387

Name of company

MARKIM FUEL OILS

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

4th FLOOR, PEMBROKE HOUSE, 40, CITY ROAD, LONDON EC1Y 2AQ

in lieu of*

2, BROAD STREET PLACE, LONDON EC2M 7EP.

where it was previously kept

†delete as
appropriate

Signed

Rune Linder

Secretaries.

†Director† Secretary† Date

Presentor's name, address and
reference (if any): RNF.

ULTRAMAR COMPANY LIMITED
TRANSFER OFFICE.
40, CITY ROAD,
LONDON EC1Y 2AQ

For official use
General section

Postroom



G

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967
as amended by the Companies Act 1976

27

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

32

998387

Name of company

MARKIM FUEL OILS

Limited*

*delete if
inappropriate

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

4th FLOOR, PEMBROKE HOUSE, 40, CITY ROAD, LONDON EC1Y 2AQ

†delete as
appropriate

Signed

SECRETARIES

Director/Secretary† Date

10 AUG 1981

Presentor's name, address and
reference (if any): RNF.

ULTRAMAR COMPANY LIMITED
4th FLOOR. 40 CITY ROAD.
LONDON EC1Y 2AQ.

For official use
General section

Post room



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

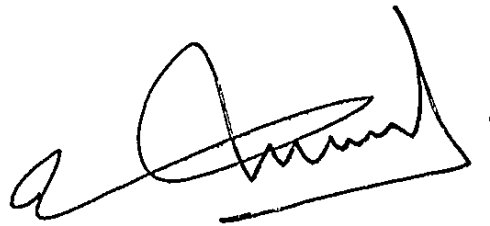
RESOLUTION OF
MARKIM FUEL OILS LIMITED

Passed 12th May 1982

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Morgan House, 1 Angel Court, London EC2R 7AU on Wednesday, the 12th day of May 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association in the form contained in the printed document submitted to this Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



Chairman



ARTICLES OF ASSOCIATION of
MARKIM FUEL OILS LIMITED

As at 12 May 1982

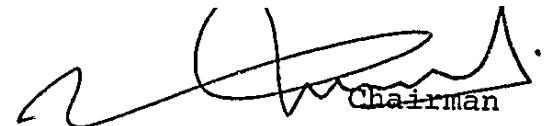

Chairman
The Companies Acts 1948
to 1981
Company Limited by Shares
No. 998387

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A, Part I (but not Part II) in the First Schedule to the Companies Act 1948 as amended - including regulations 4, 11, 53, 54, 58, 79 (except the proviso thereto), 80, 116, 128 and 129 as amended and regulations 73A and 128A - (in these Articles referred to as "Table A") shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulations 10 and 75; the proviso to regulation 79; paragraphs (2) and (4) of regulation 84; in regulation 46 and the proviso to regulation 128: the word "fund"; in regulation 69: the words "not less than 48 hours" and "not less than 24 hours"; in regulation 86: the words which follow paragraph (c); in regulation 88(a): the words "or 185".

SHARES

3. (1) Subject to the provisions of the Companies Act 1980 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant



options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

(2) The Company is a private company and accordingly:

- (a) no shares in or debentures of the Company may be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public, provided that sections 45(2) and 55 of the Companies Act 1948 shall apply for the purposes of this Article as they apply for the purposes of that Act;
- (b) the Company shall not have power to issue share warrants to bearer.

DIRECTORS

4. (1). Unless and until otherwise determined by ordinary resolution of the Company, the number of directors shall not be less than two.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

ALTERNATE DIRECTORS

5. (1) Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.

(2) An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(3) An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall (subject to Article 8) count as only one for the purpose of determining whether a quorum is present.

INTEREST OF DIRECTORS

6. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

APPOINTMENT AND REMOVAL OF DIRECTORS

7. (1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment

or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 7.(1).

(3) While the Company is a subsidiary, regulations 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8. (1) A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held.

(2) For the purposes of determining whether there exists the quorum fixed by or in accordance with regulation 99 of Table A as that necessary for the transaction of the business of the directors, there shall be counted in the quorum (a) in the case of a resolution agreed by directors in telephonic

communication, all such directors and (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting.

G**THE COMPANIES ACTS 1948 TO 1976****Notice of place where register of directors' interests in shares etc. is kept or of any change in that place**Pursuant to section 29(8) of the Companies Act 1967
as amended by the Companies Act 1976**27**Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

44

998387

Name of company

*delete if
inappropriate

MARKIM FUEL OILS

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

MORGAN HOUSE, 1 ANGEL COURT, LONDON EC2R 7AU

†delete as
appropriate

Signed

79 Hunt

[Director] [Secretary] † Date

Presenter's name, address and
reference (if any):ULTRAMAR PLC
MORGAN HOUSE
1 ANGEL COURT
LONDON EC2R 7AUFor official use
General section

Post room



G**THE COMPANIES ACTS 1948 TO 1976****Notice of place where register of members is kept or of any change in that place****103**Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[45]

998387

Name of company

*delete if
inappropriate

MARKIM FUEL OILS

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

MORGAN HOUSE, 1 ANGEL COURT, LONDON EC2R 7AU

in lieu of*

PEMBROKE HOUSE, 40 CITY ROAD, LONDON EC1Y 2AQ

where it was previously kept

†delete as
appropriate

Signed

*{Director}-[Secretary]† Date

Presentor's name, address and
reference (if any):ULTRAMAR PLC
MORGAN HOUSE
1 ANGEL COURT
LONDON EC2R 7AUFor official use
General section

Post room



G

COMPANIES FORM No. 225(2)

Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

225(2)

Please do not
write
in this margin

Pursuant to section 225(2) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

998387

Name of company

MARKIM FUEL OILS LTD

* insert full name
of company

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 4 overleaf
before completing
this form

Day Month

3 0 0 6

The previous accounting reference period of the company is to be treated as ~~shortened~~ ☒ extended ☐ and ~~is to be treated as having come to an end~~ ☒ will come to an end ☐ on

Day Month Year

3 0 0 6 1 9 8 8

† delete as
appropriate

The company is a ~~[subsidiary]~~ ☒ holding company ☐ of KUWAIT PETROLEUM (Q.B.) LIMITED

company number 762360

the accounting reference date of which is 30.06

Signed

Colin Kite

~~[Director]~~ ☒ Secretary ☐ Date 29.1.88

Presenter's name address and
reference (if any)

For official Use
General Section

Post room

PRIVATE AND CONFIDENTIAL

The Directors
Markim Fuel Oils Limited
Burgan House
The Causeway
Staines
Middlesex

9 March 1992

GAF/bd

Dear Sirs

We write to notify you that we will not be seeking re-appointment as auditors of your company at the forthcoming annual general meeting.

In accordance with section 394(1) of the Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

Ernst & Young

