

CERTIFIED A TRUE COPY
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THE COMPANIES ACTS 1948 to 1967

AND ON BEHALF OF
KING & SHAXSON (DEALERS) LTD.

COMPANY LIMITED BY SHARES

[Signature]
DIRECTOR.

Memorandum of Association

OF

King & Shaxson (Dealers) Limited.

1. The name of the Company is KING & SHAXSON (DEALERS) LIMITED.

2. The Registered Office of the Company will be situate in England.

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

- (1) To invest the Company's money in and to hold, purchase or otherwise acquire, sell and deal in shares, stocks, debentures, debenture stock, script, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise whether at home or abroad; and to carry on business as consultants, managers, and agents of all types of investment, whether in land, stocks, shares, bonds, debentures, or otherwise.
- (2) To purchase, acquire options to purchase, take on lease, or otherwise acquire freehold and other lands, properties, and also grants, concessions, leases, claims, licences of or other interests in lands, properties, water rights, and either absolutely or conditionally, and either solely or jointly with others, which the Company may from time to time think proper to be acquired for any of its purposes.

MACFARLANES
DOWGATE HILL HOUSE,
LONDON, EC4R 2SY



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- (3) To employ agents and other persons, partnerships, companies or corporations, and to organise, equip, and dispatch expeditions for prospecting, exploring, reporting on, surveying, working, developing lands, farms, districts, territories and properties, and whether the same are the property of this Company or otherwise, and to promote and assist in the settlement of any lands, farms, districts, territories and properties, and to make advances to, and pay for or contribute to the expenses of, and otherwise assist persons or companies acquiring, settling on, farming, building on, mining, or otherwise developing any lands, farms, districts, territories and properties, or desirous of so doing.
- (4) To carry on business as land owners, miners, builders, and contractors, engineers, manufacturers, in all their respective branches and in any other business ancillary thereto or to any of the objects of the Company and to buy, sell and deal in property of all kinds and as auxiliary thereto to purchase, charter or hire vessels and aeroplanes, to purchase or erect buildings and works and to construct or contribute to the construction of piers, wharves, docks, railways and tramways and to carry on the business of carriers by land, air or sea.
- (5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (6) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (7) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of

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securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.

- (8) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by trust deed or other assurance.
- (9) 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.
- (10) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension 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

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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.

- (11) To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.
- (12) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (13) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (14) To amalgamate with any other company.
- (15) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of turn to account or otherwise deal with all or any part of the property and assets of the Company.

- (16) To distribute any of the Company's property or assets among the members in specie.
- (17) To cause the Company to be registered or recognised in any foreign country.
- (18) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (19) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
- (20) To purchase, sell, lease, hire out and generally deal in plant, machinery, tools and equipment of all descriptions and any other goods, articles or personal property which are capable of being purchased, sold, leased, hired out or dealt in and to provide maintenance and repair and renewal facilities in connection with the foresaid and to finance the acquisition, use or sale of the aforesaid by the Company or any third party in any manner which the Directors may deem fit.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, 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 that 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 Shares of £1 each.

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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. (In Words)
BRIAN COLLETT Dowgate Hill House, London, E.C.4. Solicitor's Clerk.	ONE
CHRISTOPHER EVANS Dowgate Hill House, London, E.C.4. Solicitor.	ONE

DATED this 13th day of May, 1971.

WITNESS to the above Signatures :-

R.D.A. PICK
Dowgate Hill House,
London, E.C.4.

Solicitor.