

1062438

Number of
Company

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.

KENION UTILITIES & DEVELOPMENTS
LIMITED

Presented by

CYRIL J. LLOYD, ARKLE & CO.
THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS,
TEMPLE AVENUE, LONDON, EC4Y 0HP.
Telephone: 01-553 9471/4

Presentor's Reference 2/M/R.112

GA/L/BOL/MOR

39 Churchgate, Bolton BL1 1HS.

Form No. 41
(No filing fee payable)

I, Thomas James Arkwright

of Churchgate House, 30 Churchgate, Bolton BL1 1HS

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

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

a Solicitor of the Supreme Court engaged in the formation

of

KENTON UTILITIES & DEVELOPMENTS 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 Bolton

in the County of Lancaster

the 24th day of April

one thousand nine hundred and seventy-
two

Before me,

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

Thomas James Arkwright

Number of
Company

1062438

2

600
5 cld 13
1/7.

STATEMENT OF THE NOMINAL CAPITAL

OF

KENTON UTILITIES & DEVELOPMENTS
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 £20,000.

Signature

[Signature]

Description

Secretary

Dated the 24th day of April 1972.

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence 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

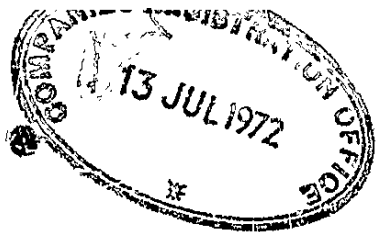
THE LONDON LAW AGENCY LIMITED
CYRIL MORRIS, ARKWAYES & CO.
TEMPLE CHAMBERS,
Churchgate House,
TEMPLE AVENUE, LONDON EC4Y 0HP.
Telephone: 01-353 9471/4

Presentor's Reference 2/M/R.112

GAC

30 Churchgate, Bolton BL1 1HS.

Form No. 25



COMPANY LIMITED BY SHARES

01522 1000

026.75

MEMORANDUM OF ASSOCIATION

of

KENTON UTILITIES & DEVELOPMENTS LIMITED ✓

1. The Name of the Company is "KENTON UTILITIES & DEVELOPMENTS 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 the businesses of Civil, Mechanical, Electrical, Structural, Heating and Ventilating and General Engineers, Manufacturers and Merchants of and Dealers in industrial machinery, plant, tools, implements, accessories, supplies and requisites and of and in structural steel and ironwork, boilers, boiler tubes, pipes, cylinders, valves, bearings, gauges, pumps, injectors, engines, shafting, belting, boiler, engine and steam fittings and refractory substances and materials of all kinds and of and in marine, railway, steelworks, rolling mills, engineering and foundry materials of every description, engineering and general contractors and agents for, factors and manufacturers of, and dealers in, heating and ventilating plant and installations of every description and engineering specialities of all kinds, and of, for and in plant, machinery, engines, apparatus, implements and tools of all kinds, iron, brass, bronze, steel, copper and general metal foundries, fabricators, casters, converters, smelters, forgers, rollers and moulders, smiths, millwrights, riveters, fitters, machinists, wire drawers, tube makers, platers, annealers, vulcanisers, polishers, and finishers; and to buy, sell, manufacture, repair, convert, alter and deal in plant, machinery, tools, rolling stock, accessories, component parts, supplies, stores, articles and things of all kinds used in the engineering and kindred trades, or capable of being so used, or likely to be required by any of the customers of or persons having dealings with the Company.
 - (B) To purchase, take on lease or exchange, or otherwise acquire, hold, manage, work, develop the resources of and turn to account any estates, lands and buildings, tenements and other property of every description, whether of freehold, leasehold, or other tenure, and wheresoever situate in any part of the world and any interest in and any rights, privileges or easements over or in respect of or connected therewith and any buildings, offices, factories, warehouses, mills, works, wharves, roads, railways, tramways, dockyards, harbours, marinas, airfields, machinery, engines, rolling stock, vehicles, aircraft, hovercraft, plant, live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever; and to sell, lease, or otherwise dispose of the whole or any part of the estates or other property of the Company, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land and buildings of every description and kind or other property or any interest therein, and generally to deal and trade (by way of sale, lease, exchange, mortgage or otherwise)

THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS,
TEMPLE AVENUE, LONDON, EC4Y 0HP.

Telephone: 01-553 9421/4

in or with land and buildings of every description and kind and any other property, whether real or personal; and to build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, houses, shops, offices, factories, mills, works, warehouses, wharves, roads, railways, tramways, dockyards, harbours, marinas, airfields, machinery, engines, walls, fences, banks, dams, sluices or watercourses and to clear sites for the same and generally to develop and turn to account any land acquired by the Company, or in which the Company is or shall be interested and 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; to advance money, either with or without security and to enter into contracts and arrangements of all kinds for any of the above purposes with public authorities, companies, builders, contractors, tenants or any other person or corporation undertaking to build on or improve any property in which the Company is interested and to sell, exchange, let or otherwise dispose of all or any such lands, houses, shops, offices, factories, warehouses, stores, hotels or buildings of any kind.

- (C) To carry on all or any of the businesses of builders, contractors, civil engineers, architectural and structural designers, decorators, furnishers, upholsterers, house and land agents and surveyors, valuers, rent collectors, farmers, graziers, millers, dairymen, dealers in farm and agricultural produce, jobmasters, carriers, garage proprietors, licensed victuallers, tobacconists, confectioners, newsagents, carpenters, painters, joiners, plumbers, glaziers, gas fitters, signwriters, gardeners, florists, seedsmen, engineers, miners, excavators, stonecutters, stonemasons, quarrymen, iron and steel smelters, manufacturers of and merchants and dealers in bricks, tiles, terracotta, pottery, earthenware, hardware and all other building requisites, and merchants and dealers in liquid and other fuels, oils, timber, stone, sand, lime, gravel, clay, iron and other minerals and all building plant, stock and materials of every description.
- (D) 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.
- (E) 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.
- (F) 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.
- (G) To deal with the moneys of the Company not immediately required in such share or upon such securities and in such manner as may from time to time be determined.

- (H) 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.
- (I) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular, by mortgages or charges upon the Undertaking and all or any of the real and personal property and assets (present or future) and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock (perpetual or otherwise) and secured and unsecured loan stock or loan notes, or other obligations or securities of any description and to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future, and the uncalled capital for the time being of the Company) the performance of the obligations, and the payment of the principal of, the dividends, interest and premiums on, any stock, shares, debentures, debenture stock (perpetual or otherwise) and secured and unsecured loan stock or loan notes or other securities of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 154 of the Companies Act, 1948) or the holding company of the Company (as defined by the said Section) or another subsidiary (as so defined) of the company's holding company or otherwise associated with the Company in business.
- (J) 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.
- (K) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry 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.
- (L) 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.
- (M) 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.
- (N) 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.
- (O) 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.
- (P) 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, Loan Stock or securities of this Company.

- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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.
- (U) To procure the Company to be registered or recognised in any part of the world.
- (V) 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 ~~Twenty~~ ^{Twenty} thousand pounds divided into ~~Twenty~~ ^{Twenty} thousand shares of one pound 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
<p>Thomas James Arkwright Churchgate House, Bolton Lancashire Solicitor</p> <p>Rosea Park, 424 Lever Edge Lane, Bolton, Lancashire. Solicitors Clerk ✓</p>	<p>One</p> <p>One</p>
TOTAL SHARES TAKEN:	<p>2</p> <p>200</p>

Dated the 24th day of April, 1972. ✓

Witness to the above Signatures:-

Jean M. Tomlinson
black wife byrd Morris, Arkwright & Co.
Solicitors
Bolton

1062438/4

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

KENTON UTILITIES & DEVELOPMENTS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 as amended by the Companies Act, 1967 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24 and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is ~~£20,000~~ divided into ~~20,000~~ Shares of £1 each.

4. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

6. The Instrument of Transfer of any Share need not be executed by or on behalf of the Transferee and Clause 22 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than six.

10. A Director shall not be required to hold any Share qualification, but he shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company and Clause 134 in Part I of Table A shall be modified accordingly.

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

POWERS AND DUTIES OF DIRECTORS

13. Clause 86 in Part I of Table A shall be read and construed as if 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" were omitted therefrom.

EXECUTIVE DIRECTORS

14. The Board of Directors from time to time, and at any time, may appoint any other persons to be Executive Directors of the Company and may define and limit and restrict their powers, authorities and discretions and may fix and determine their remuneration and duties, and subject to any contract between him and the Company, may remove any Executive Director so appointed. No Share qualification shall be required for any Executive Director. An Executive Director shall not be a Member of the Board of Directors or of any committee thereof, and shall not be entitled to be present at any meetings of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

ALTERNATE DIRECTORS

15. Any Director (other than an Executive Director) may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and shall be reckoned in estimating a quorum whether or not he is a Director and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. An alternate may sign a resolution in writing on behalf of the Director he is representing and Clause 106 in Part I of Table A shall be modified accordingly. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any Share qualification.

WINDING UP

16. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed

among the Members in proportion to the number of Shares held by them respectively:
Provided always that the provisions hereof shall be subject to the rights of the
holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Thomas James Arkwright
Churchgate House,
Bolton
Lancashire
Solicitor

James Pelt
129 Lever Edge Lane,
Bolton. Lancashire.
Solicitor's Clerk

Dated the 24th day of April, 1912. ✓

Witness to the above Signatures:-

John M. Jamlinson
Clerk with Lynd Morris, Arkwright & Co.
Solicitors
Bolton.



CERTIFICATE OF INCORPORATION

No. 1062438

I hereby certify that

KINGTON UTILITIES & DEVELOPMENTS 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 24th July 1972

N. Taylor
(N. TAYLOR)

Assistant Registrar of Companies

15
The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES.

R E S O L U T I O N

of

KENTON UTILITIES & DEVELOPMENTS LIMITED
(Passed 27th March, 1974)

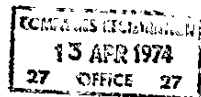
At an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened, and held at New Chatham Quay, Pipewellgate, Gateshead on 27th March, 1974, the following Resolution was duly passed as an Ordinary Resolution :-

R E S O L U T I O N

That the capital of the Company be increased to £25,000 by the creation of 5,000 shares of £1 each.

R. Grogan

R. GROGAN
DIRECTOR.



No. of Company, 1062438

20 11

THE COMPANIES ACTS 1948 to 1967

Notice and ~~Statement~~* of Increase in Nominal Capital

* DELETE "and Statement" in cases where a SEPARATE statement is necessary; see overleaf for notes.

To THE REGISTRAR OF COMPANIES

Insert name of Company.

KENTON UTILITIES & DEVELOPMENTS

† State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the 27th day of March 1974 the nominal capital of the Company has been increased by the addition thereto of the sum of £5, 000 beyond the registered capital of £ 20, 000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
5, 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:—

any of the new shares are reference Shares to whether they are redeemable or not. If this space is sufficient the conditions should set out separately by way of annexure.

Pari passu with the existing capital

Signature R. GoganState whether Director } Director
or Secretary }Dated the 4th day of April 1974

Presented by

Presentor's Reference JEER

GOULDENS

40/43, Chancery Lane,
London, WC2A 1JJ

