

1173530/

number of company

form No. 41

no filing fee payable

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

I CHARLES GEORGE STEPHEN SMITHof 15 PEMBROKE ROAD
BRISTOL BS99 7DX

*Delete that which
does not apply

DO SOLEMNLY & SINCERELY DECLARE that I am :—

*a Solicitor of the Supreme Court engaged in the formation *

~~*a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~

of

DAMAGERLimited

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 RICHMOND HILL
BRISTOL BS8 1AY

the 29th day of May 1974

before me

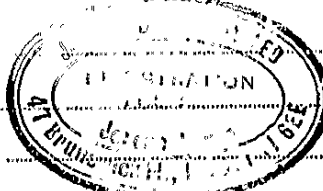
A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan & Sons Limited

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

Presented by.



Presenter's Reference.

1173530 | 3

THE COMPANIES ACTS 1948 to 1967

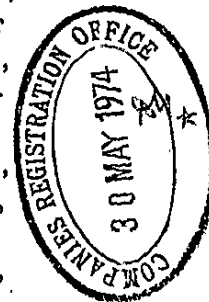
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DAMAGER LIMITED.

1. The name of the Company is "DAMAGER 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 haulage and transport contractors, shipping and forwarding agents and general freight agents, cartage contractors, charterers, general carriers and transporters by land, sea and air of passengers, livestock, materials, goods, wares, produce and merchandise of every description, garage and petrol filling station proprietors, government contractors, manufacturers, proprietors, storers, repairers and agents for the sale, purchase, exchange or hire of, and dealers in motor cars, coaches, omnibuses, vans, lorries, wagons, trailers, vehicles, boats, aircraft, vessels and other craft, plant, equipment, implements and machinery of every description, warehousemen, dealers in new and secondhand furniture, packing and removal contractors, depository proprietors, motor engineers, panel beaters and body builders, plant hire contractors, timber merchants, builders' merchants, demolition contractors, sand, gravel and ballast merchants, coal, coke and patent fuel merchants, agricultural contractors, towage contractors, tug, barge and ship owners, lightermen, stevedores, wharfingers, mechanical, electrical and general engineers, blacksmiths and ironfounders, scrap and metal workers and dealers, roadhouse, cafe and restaurant proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists, newsagents and fancy goods dealers, insurance and commission agents, organisers of excursions, tours and the like, ticket agents, general shop and store proprietors, commission and general agents, merchants and traders; to manufacture, buy, sell and deal in all plant, machinery, articles, commodities, produce and things required for or capable of being used in connection with the above-mentioned businesses or any of them or likely to be required by any of the customers of or persons having dealings with the Company.



(b) To carry on any other business 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.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, 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) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, 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 the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(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 other 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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding 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; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.



(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate 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.

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
 John Hall, Jordan House, 47, Brunswick Place, London, N1 6EE. Commercial Manager.	One
 Pauline Reynolds, Jordan House, 47, Brunswick Place, London, N1 6EE. Commercial Manager.	One

Dated

29.5. 1974

SABlake.

Witness to the above signatures: - Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London, N1 6EE.

1173530/4

THE COMPANIES ACTS 1948 to 1967

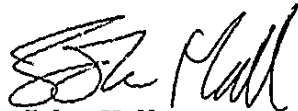
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF DAMAGER

LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.
2. The First Secretary of the Company shall be Patricia Martin.

Names, addresses and descriptions of Subscribers



John Hall,
Jordan House,
47, Brunswick Place,
London, N1 6EE.

Commercial Manager.

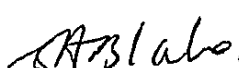


Pauline Reynolds,
Jordan House,
47, Brunswick Place,
London, N1 6EE.

Commercial Manager.

Dated

29. 5. 1974

Witness to the above signatures: - 
Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London, N1 6EE.



CERTIFICATE OF INCORPORATION

No. 1173530

I hereby certify that

DAMAGER 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 JUNE 1974

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

Number of) 1173530
Company)

£40.00

The Companies Acts 1948 to 1967



COMPANY LIMITED BY SHARES

45 13

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

DAMAGER

LIMITED

Passed 17th June , 19 74.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at
. 296/302 High Holborn, London, WC1V 7JL

on the 17th day of June , 1974, the subjoined
SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

THAT the name of the Company be changed to

"A. & C. BLACK (STORAGE) LIMITED"



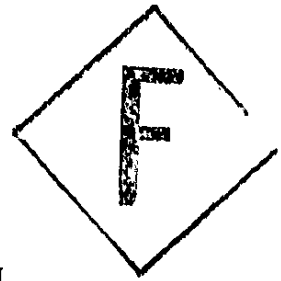
Signature

Director & Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

40 June 1974
mper Humber
T. M. H. H.
010 328



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. **1173530**

I hereby certify that

DAMAGER LIMITED

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

A. & C. BLACK (STORAGE) LIMITED

Given under my hand at London the

4TH JULY 1974

N. TAYLOR

Assistant Registrar of Companies



Number of } 1173530 / 12.
Company }

55 11

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

A. & C. BLACK (STORAGE) LIMITED

Passed 5th July , 1974 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

. 296-302 High Holborn
. London WC1V 7J2

on the 5th day of July , 1974 the subjoined SPECIAL RESOLUTIONS were duly passed, viz. :—

RESOLUTION

SEE ATTACHED SHEET

Signature

R. M. Fisher
SECRETARY

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

2. IT WAS RESOLVED:-

THAT the provisions of the Memorandum of Association of the Company be altered by deleting Clause 3 thereof and substituting therefor the Clause 3 contained in the draft document submitted to this meeting which has, for the purpose of identification, been subscribed by the Members of the Company.

THAT the nominal capital of the company be increased to ~~1~~1,000,000 divided into 1,000,000 Shares of £1 each, such Shares to rank pari passu with the existing authorised Shares of the Company.

THAT the regulations contained in the draft documents submitted to this meeting which has, for the purpose of identification been subscribed by the Members of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

A. & C. BLACK (STORAGE) LIMITED

No. 1173530

Incorporated the 11th day of June 1974

Name changed on the 4th day of July 1974

FIELD FISHER & MARTINEAU
Lincoln House
296-302 High Holborn
London WC1V 7JL



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1173530

I hereby certify that

DAMAGER LIMITED

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

A. & C. BLACK (STORAGE) LIMITED

Given under my hand at London the 4TH JULY 1974

N. Taylor
N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

A. & C. BLACK (STORAGE) LIMITED

(As Amended by Special Resolutions passed on 5th July 1974)

1. The name of the Company is A. & C. BLACK (STORAGE) LIMITED
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-

RIDER

~~(a) To carry on all or any of the following businesses:-~~
transport contractors, shipping and forwarding agents and
general freight agents, cartage contractors, charterers, general

(a)

RIDER

- (i) To acquire by purchase or otherwise lands and buildings
and to erect and maintain warehouses and other buildings.

(ii) To carry on and undertake the storage, warehousing and
packing of books, household furniture, pictures, plate,
musical instruments, works of art, and articles of vertu,
wine, carriages, and goods and chattels of every descrip-
tion.

(iii) To let out such parts of the property of the company as
may not be immediately required for the principal business
of the company.

sell and deal in all plant, machinery, articles, commodities,
produce and things required for or capable of being used in
connection with the above-mentioned businesses or any of them
or likely to be required by any of the customers of or persons
connected with the above-mentioned businesses.

(b) To carry on any other business 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.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, 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) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, 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 the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(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 other 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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding 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; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or to enhance the value of any property or business of the 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 of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is ^{£1,000,000} ~~£~~ divided into ^{1,000,000} ~~1,000,000~~ 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
John Hall, Jordan House, 47, Brunswick Place, London, N1 6EE. Commercial Manager.	One
Pauline Reynolds, Jordan House, 47, Brunswick Place, London, N1 6EE. Commercial Manager.	One

Dated this 29th day of May, 1974.

Witness to the above Signatures: -

Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London, N1 6EE.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. & C. BLACK (STORAGE)

LIMITED

(As Adopted by a Special Resolution on 5th July 1974)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.

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

SHARE CAPITAL AND SHARES

3. The initial share capital of the Company is £1,000,000 divided into 1,000,000 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 directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

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 or any 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. The quorum for the transaction of business at any General Meeting shall be one member present in person or by proxy.

9. At any General Meeting, a Resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by any one Member; and Clause 58 in Part I of Table A shall be modified accordingly.

10. Subject to any statutory provisions for the time being in force a resolution in writing by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations entitled to do so by their duly authorised representative) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or by its duly appointed attorney.

DIRECTORS

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

12. A Director shall have power to nominate in writing any other Director or any other person to act as an alternate Director in his place during his absence from the place where meetings are held or inability for any reason to act as such Director, and on such appointment being made, the alternate Director shall (except as regards remuneration and the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, while so acting shall exercise and discharge all the powers and duties of the Director whom he represents, provided that unless otherwise agreed by all the Directors for the time being of the Company, nothing in this Article shall enable a Director appointed to an executive office to delegate to an alternate Director any of the special powers authorities or responsibilities

vested in him by virtue of his executive office. An alternate Director shall not be entitled to attend or vote at any meeting of the Board at which the Director who appointed him is present. A Director may at any time in writing revoke the appointment of any alternate Director appointed, by him, and appoint another person in his place, and if a Director making such an appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority as an alternate Director. An alternate Director shall look for his remuneration (if any) to the Director appointing him and not to the Company.

13. No persons shall be disqualified under Section 185 of the Act from being appointed or elected or re-appointed or re-elected a Director in accordance with these Articles, by reason of his attaining or having attained the age of 70 years or any other age, nor shall any Director be liable to vacate his office by reason of his attaining the age of 70 years or any other age.

14. Subject to his complying with the provisions of Section 199 of the Companies Act 1948 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.

PROCEEDINGS OF DIRECTORS

15. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, provided always that the quorum for a Meeting of Directors shall be not less than two. Questions arising at any Meeting shall subject as herein otherwise provided, be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

BORROWING POWERS

16. 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 debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Part I of Table A shall not apply to the Company.

EXECUTIVE APPOINTMENTS

17. In Clause 107 in Part I of Table A, the words "Executive Director, Manager or any other salaried office" shall be deemed to have been

inserted after the words "Managing Director" and Clauses 107, 108 and 109 in Part I of Table A shall be construed accordingly.

PENSIONS AND ALLOWANCES

18. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any salaried office or place of profit with the Company or to his Widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pensions or allowance.

WINDING UP

19. 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.

No. of Company 11/5550 / 13

THE COMPANIES ACTS 1948 to 1967

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

Notice and Statement* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name of Company.

A. & C. BLACK (STORAGE)

† State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a † Special Resolution of the Company dated the 5th day of July 19 74 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 999,900 beyond the registered capital of £ 100 .

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
999,900	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:—

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

To rank pari passu with the existing ordinary shares in the company

Signature

B. M. Fisher

State whether Director or Secretary

Secretary

July

74

Dated the 5th day of 19

Presented by

Presentor's Reference A-11/BLACK

Field, Fisher & Martineau

Lincoln House,

295-302 High Holborn,

London, WC1V 7JL



The Companies Acts, 1948 to 1967

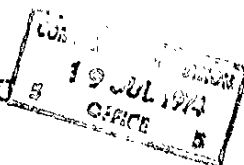
COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
A. & C. BLACK (STORAGE) LIMITED

No. 1173530

Incorporated the 11th day of June 1974

FIELD FISHER & MARTINEAU
Lincoln House
296-302 High Holborn
London WC1V 7JL





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1173530

I H E R E B Y C E R T I F Y that

DAMAGER LIMITED

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

A. & C. BLACK (STORAGE) LIMITED

GIVEN under my hand at London the 4th July 1974

N. TAYLOR

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

A. & C. BLACK (STORAGE) LIMITED
(As amended by Special Resolutions
passed on 5th July 1974)

1. The name of the Company is "A. & C. BLACK (STORAGE) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :--
 - (A) (i) To acquire by purchase or otherwise lands and buildings and to erect and maintain warehouses and other buildings.
 - (ii) To carry on and undertake the storage, warehousing and packing of books, household furniture, pictures, plate, musical instruments, works of art, and articles of vertu, wine, carriages, and goods and chattels of every description.
 - (iii) To let out such parts of the property of the Company as may not be immediately required for the principal business of the Company.
- (B) To carry on any other business 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.
- (C) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

- (D) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) 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 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.
- (F) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.
- (G) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.
- (H) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms or companies.

- (I) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (J) To draw, make, accept, endorse, discount, negotiate, 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) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest,
- (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 other 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 or other securities of the Company.
- (Q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding 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; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.
- (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 the Company, or of undertaking any business

or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 of any kind.
- (U) To procure the Company to be registered or recognized in any part of the world.
- (V) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.
- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000,000 divided into 1,000,000 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
JOHN HALL Jordan House 47 Brunswick Place London N1 6EE Commercial Manager	ONE
PAULINE REYNOLDS Jordan House 47 Brunswick Place London N1 6EE Commercial Manager	ONE

DATED this 29th day of May, 1974

WITNESS to the above signatures:-

STEPHANIE ANTONIA BLAKE

Jordan House
47 Brunswick Place
London N1 6EE

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. & C. BLACK (DISTRIBUTION) LIMITED
(As adopted by a Special Resolution
passed on 5th July 1974)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.
2. The Company is a Private Company and Clauses 2, 3 and 5 (but not Clauses 1 and 4) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The initial share capital of the Company is £1,000,000 divided into 1,000,000 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 directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

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 or any 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. The quorum for the transaction of business at any General Meeting shall be one member present in person or by proxy.

9. At any General Meeting, a Resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by any one Member; and Clause 58 in Part I of Table A shall be modified accordingly.

10. Subject to any statutory provisions for the time being in force a resolution in writing by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations entitled to do so by their duly authorised representative) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or by its duly appointed attorney.

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not more than seven

12. A Director shall have power to nominate in writing any other Director or any other person to act as an alternate Director in his place during his absence from the place where meetings are held or inability for any reason to act as such Director, and on such appointment being made, the alternate Director shall (except as regards remuneration and the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, while so acting shall exercise and discharge all the powers and duties of the Director whom he represents, provided that unless otherwise agreed by all the Directors for the time being of the Company, nothing in this Article shall enable a Director appointed to an executive office to delegate to an alternate Director any of the special powers authorities or responsibilities

* vested in him by virtue of his executive office. An alternate Director shall not be entitled to attend or vote at any meeting of the Board at which the Director who appointed him is present. A Director may at any time in writing revoke the appointment of any alternate Director appointed by him, and appoint another person in his place, and if a Director making such an appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority as an alternate Director. An alternate Director shall look for his remuneration (if any) to the Director appointing him and not to the Company.

13. No persons shall be disqualified under Section 185 of the Act from being appointed or elected or re-appointed or re-elected a Director in accordance with these Articles, by reason of his attaining or having attained the age of 70 years or any other age, nor shall any Director be liable to vacate his office by reason of his attaining the age of 70 years or any other age.

14. Subject to his complying with the provisions of Section 199 of the Companies Act 1948 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.

PROCEEDINGS OF DIRECTORS

15. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, provided always that the quorum for a Meeting of Directors shall be not less than two. Questions arising at any Meeting shall subject as herein otherwise provided, be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

BORROWING POWERS

16. 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 debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Part I of Table A shall not apply to the Company.

EXECUTIVE APPOINTMENTS

17. In Clause 107 in Part I of Table A, the words "Executive Director, Manager or any other salaried office" shall be deemed to have been

inserted after the words "Managing Director" and Clauses 107, 108 and 109 in Part I of Table A shall be construed accordingly.

PENSIONS AND ALLOWANCES

18. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any salaried office or place of profit with the Company or to his Widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pensions or allowance.

WINDING UP

19. 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.