

Number of
Company }

1272 556

Form No. 41
(No registration 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)

Insert the
Name of the
Company

CANADIAN ASHLAND OIL (U.K.) / LIMITED

Presented by

BAKER & MCKENZIE,

Presentor's Reference..... NIM/JC

CROMPTON HOUSE,

95 ALDWYCH,

LONDON, WC2B 4JP.



I, JEANNE CONSTABLE

of CROMPTON HOUSE, 95 ALDWYCH, LONDON, WC2B 4JP

(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 Solicitor of the Supreme
Court engaged in the formation of Canadian Ashland Oil (U.K.)
Limited

of _____
_____ 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 95, Aldwych, W.C.2

the 30th day of July

one thousand nine hundred and

seventy six

Jeanne Constable

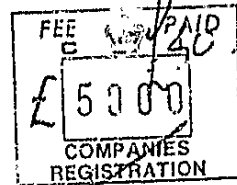
Before me,

A. Britton

Solicitor

A Commissioner for Oaths (2)

154 717/2
THE COMPANIES ACT 1948



LIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1272 556/3

of

CANADIAN ASHLAND OIL (U.K.) LIMITED

1. The name of the Company is Canadian Ashland Oil (U.K.) 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 search for, develop, produce, transport, refine, acquire and market throughout the world, solid liquid and gaseous hydro-carbon and other minerals and their products and by-products; to carry on the business of extracting, pumping, drawing, transporting and purifying and dealing in petroleum and other mineral oils; to search for, inspect, examine and explore, work, take on lease, purchase or otherwise acquire, and sell, lands and places which may seem to the Company capable or possibly capable of affording a supply of mineral oils, and to establish, utilise and turn to account pumping stations, pipelines and other works and conveniences suitable for the purpose; to apply for, obtain and hold licences for any

--- mentioned.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or is ancillary to any of the above businesses or the general business of the Company.

(C) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(D) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(E) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof,

and to buy and sell foreign exchange.

(F) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.

(G) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this company is authorised to carry on or possessed of any property suitable for the purposes of the company.

(H) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(I) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this company or not, and to give all kinds of indemnities.

(J) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares

or securities of any other company whether fully or partly paid up.

(K) To procure the registration or incorporation of the company in or under laws of any place outside England.

(L) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.

(M) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations institutions, clubs, funds and trusts which may be considered calculated to benefit any such person or otherwise advance the interests of the company or of its members, and to establish and contribute to any scheme for the purpose by trustees of shares in the company to be held for the benefit of the company's employees, and to lend money to the company's employees to enable them to purchase shares of the company, and to formulate and carry into effect any scheme for sharing the profits of the company with its employees or any of them.

(N) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise

and either alone or in conjunction with others.

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

And it is hereby declared that the objects of the company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the company and shall not be in any wise limited by reference to any other paragraph or the order in which the same occur 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, with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUB- SCRIBER
<p><i>Jeanne Constable</i> Jeanne Constable, Crompton House, Aldwych, London, WC2. Solicitor</p> <p><i>Gabriel Fisher</i> Gabriel Fisher, Crompton House, Aldwych, London, WC2. Solicitor.</p>	<p><i>Ninety nine</i> ✓ 99 ✓ <i>one</i> ✓ 1 ✓</p>

Dated this 30th day of July 1976

Witness to the above signatures -

Penelope Anne Hills
Penelope Anne Hills,
Crompton House,
Aldwych,
London, WC2.
Secretary.

1272556/4
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CANADIAN ASHLAND OIL (U.K.) LIMITED ✓

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Act 1948 and subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the company.
2. Regulations 22, 24, 53, 58, 69, 71, 75, 77, 84(2), 84(3), 84(4), 84(5), 86, 87, 88, 89, 90, 91, 92, 93, 106, 107, 131 and 133 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the company but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of these Articles and of regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

VARIATION OF RIGHTS

4. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at any adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSFER OF SHARES

5. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not such share is a fully paid share.
6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

TRANSMISSION OF SHARES

7. The provisions of Regulation 30 of Table A shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member.

LIEN

8. In Regulation 11 of Part I of Table A the words "not being a fully paid share" and the words "other than fully paid shares" shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy and entitled to vote. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote.
10. Except where a resolution is required by the Act to be passed at a General Meeting, a resolution in writing signed by all the members for the time being entitled to receive notice of an attend and vote at general meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a general meeting of the company duly convened and held, and may consist of several documents in the like form each signed by one or more persons. Regulation 5 of Part II of Table A shall not apply.
11. In regulation 62 of Part I of Table A the words "or by proxy" shall be inserted after the words "every member present in person".
12. The instrument appointing a proxy shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting or shall be produced at the meeting or adjourned meeting at

which the person named in the instrument is preferred to be, and in default the instrument of proxy shall not be treated as valid.

DIRECTORS

13. Unless and until otherwise determined by the company in General Meeting the number of directors shall not be less than one nor more than seven, and the names of the first director or directors shall be determined in writing by the subscribers to the Memorandum of Association of the company. If at any time and from time to time there shall be only one director of the company, such director may act alone in exercising all the powers and authorities vested in the directors.
14. A director shall not be required to hold any shares in the capital of the company to qualify him for office.

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted.

POWERS AND DUTIES OF DIRECTORS

16. No director shall be disqualified by his position as director from entering into any contract or arrangement with the company, and a director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A director may hold any other office or place of profit under the company other than that of auditor or agent of the company.

PENSIONS AND ALLOWANCES

17. The directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependents of any person in respect of services rendered by him to the company as managing director, manager or in any other executive office or employment in the company or indirectly as an executive officer or employee of any subsidiary or associated company of the company or of its holding company (if any) or of any predecessor in business of the company notwithstanding that he may be or may have been a director, and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such persons.

RETIREMENT OF DIRECTORS

18. The office of a director shall be vacated in any of the following events, namely:-
- a) if he becomes prohibited by law from acting as a director;
 - b) if (not being a managing director holding office as such for a fixed term) he resigns by writing under his hand left at the registered office;
 - c) if he has a receiving order made against him or compounds with his creditors generally;
 - d) if he becomes of unsound mind;
 - e) if he is removed from his office by a resolution signed by the remaining directors.
19. The last sentence of regulation 95 of Part I of Table A shall not apply to the company.

20. The last sentence of regulation 98 of Part I of Table A shall not apply to the company.

PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed or approved by letter telegram telex or cablegram by all the directors or their alternates shall be as effective as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the directors or their alternates.

MANAGING DIRECTOR

22. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, notwithstanding the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment as a managing director shall be automatically determined if he ceases from any cause to be a director.

ALTERNATE DIRECTORS

23. Each director shall have the power to appoint either another director to act as alternate director in his place, and at his discretion to remove such alternate 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 of the company, and each alternate director, while so acting, shall exercise and discharge all the functions, powers and duties of the directors whom he represents. Any director acting as alternate shall have

alternate. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director. All appointments and removals of alternate directors shall be effected by instrument in writing delivered at the registered office of the company and signed by the appointor.

NOTICES

24. A notice may be given by the company to any member either personally or by sending it by post or by telex or cable to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same is posted. Where a notice is sent by telex or cable, service of the notice shall be deemed to be effected by properly addressing and despatching a telex or cable containing the notice and to have been effected at the expiration of twenty-four hours after the telex or cable containing the same is transmitted or despatched.
25. A notice may be given by the company to the persons entitled to a share in the consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased or trustee of the bankrupt, or by any like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

26. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member who has supplied an address to the company. Paragraph (a) of regulation 134 of Part I of Table A shall be modified accordingly.
27. The persons mentioned in paragraph (b) of regulation 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representatives or trustee in bankruptcy of a member) shall not, unless and until they become members of the company be entitled to receive notices of meetings of the company.

INDEMNITY

28. Subject to the provisions of the Act, every director, auditor, secretary or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Part I of Table A shall be extended accordingly.

OVER-RIDING PROVISIONS

29. Whenever not less than 90 percent of the ordinary shares of the company for the time being issued are held by or on behalf of one member (hereinafter called "the majority shareholder") the following provisions shall apply and in the event of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-
- (A) The majority shareholder may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed notwithstanding the terms of any agreement

entered into in any particular case but without prejudice to any claim for damages, if any, in respect of the consequent termination of his office.

- (B) No unissued shares shall be issued without the consent of the majority shareholder.
- (C) Any or all powers of the directors (other than their power to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the majority shareholder may by notice to the company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the company and signed by the majority shareholder, or if the majority shareholder is a company, on behalf of the majority shareholder by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the majority shareholder has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jeanne Constable
Jeanne Constable,
Crompton House,
Aldwych,
London, WC2.
Solicitor.

Gabriel Fisher
Gabriel Fisher,
Crompton House,
Aldwych,
London, WC2.
Solicitor.

Dated the 30th day of July 1976 ✓

Witness to the above signatures:-

Penelope Anne Hills
Penelope Anne Hills,
Crompton House,
Aldwych,
London, WC2.
Secretary.



CERTIFICATE OF INCORPORATION

No. 1272556

I hereby certify that

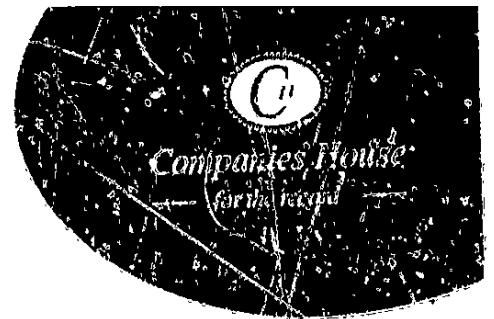
CANADIAN ASHLAND OIL (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at Cardiff the 10TH AUGUST 1976

D. A. Pendlebury

D. A. PENDLEBURY,
Assistant Registrar of Companies



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

