

Declaration of compliance with the requirements on application for registration of a company

412

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] []

1570060/1

Name of Company

POWERSTONE LIMITED

I, Brian Endacott
of 87/89 Tabernacle Street
London EC2A 4BA

do solemnly and sincerely declare that I am a person named as Director/Secretary of the
Company in the statement delivered under section 21 of the Companies Act 1976.
of POWERSTONE LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 189/191 Bishopsgate
London EC2.

Signature of Declarant

the 27 FEB 1981 day of

One thousand nine hundred and

before me Charlotte M Blake
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

For official use
New companies section

Post room



1570060 / 3

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

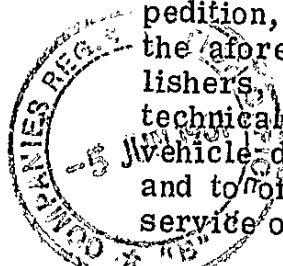
POWERSTONE LIMITED



1. The name of the Company is **POWERSTONE 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 part of the business or businesses as engineers in all its branches and as designers and draughtsmen in all its branches acting as specialists, consultants and advisers in all of them with particular emphasis on civil, structural, chemical, petro-chemical, electronic, electrical, architectural, piping, aircraft, mechanical, heating and ventilating, plastics, mining, drilling, solar, offshore and inshore oil, shipbuilding, marine, transport, building, interior, entertainment, automobile, general and industrial projects or otherwise together with program evaluation and review techniques; to offer a special service of standard pre-prepared plans and illustrations including tracing, copying, artwork or otherwise; to embrace the specialisation of research, development, exploitation, expedition, management and co-ordination in all fields of any of the aforesaid or otherwise; as photographers, printers, publishers, advertising agents, employment and insurance agents, technical authors, builders and building contractors, motor vehicle dealers, entertainers, travel agents, property dealers and to offer secretarial and clerical services and any other service of any nature whatsoever, all as the Company sees fit.

(b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.



1

26 MAR 1981

Barclays
P.00160 (64)

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

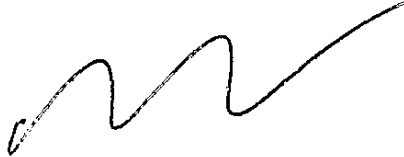

- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses 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.

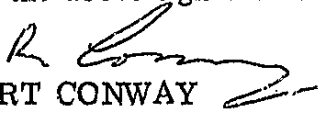
5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

WE, the several persons whos 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
 BRIAN ENDACOTT 87/89 Tabernacle Street London EC2A 4BA Executive	ONE
 RICHARD TAYLOR 87/89 Tabernacle Street London EC2A 4BA Executive	ONE

DATED The 3rd day of March 1980

WITNESS to the above signatures:—


ROBERT CONWAY
87/89 Tabernacle Street
London EC2A 4BA

COMPANY LIMITED BY SHARES

Articles of Association

1570060/4

OF

POWERSTONE LIMITED

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1976 to 1980 (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 75 of Table A shall not apply to the Company, and in addition to the remaining Clauses 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 shall not

(a) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company:-

or (b) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. (a) The directors of the Company are unconditionally authorised for a period of five years from the date of incorporation of the Company to allot shares to such persons at such times and upon such conditions as they think fit up to the amount of the original share capital of the Company.

(b) Subject to the provisions of sub-clause (A) of this Clause the Directors shall not allot shares unless authorised to do so in accordance with the provisions of Section 14 of the Companies Act 1980.

(c) In accordance with Section 17(9) of the Companies Act 1980 sub-sections (1), (6) and (7) of the said Section shall not apply to the Company.

LIEN

4. The lien conferred by Clause 11 of Table A shall attach also 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.

GENERAL MEETINGS

5. 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.

TRANSFER OF SHARES

6. The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

DIRECTORS

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.
8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.
9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.
10. Clause 79 in Table A (Borrowing Powers) shall be read and construed as if the proviso to such Clause were omitted therefrom.
11. Clause 84 (5) in Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-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 Table A shall be modified accordingly.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of 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.

FIRST DIRECTORS

14. The first Director(s) of the Company shall be:—
BRIAN ENDACOTT

FIRST SECRETARY

15. The first Secretary of the Company shall be:—
RICHARD TAYLOR

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS



BRIAN ENDACOTT
87/89 Tabernacle Street
London EC2A 4BA

Executive

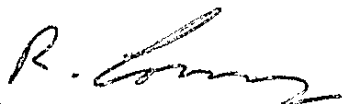


RICHARD TAYLOR
87/89 Tabernacle Street
London EC2A 4BA

Executive

DATED The 3rd day of March 1980

WITNESS to the above signatures:—



ROBERT CONWAY
87/89 Tabernacle Street
London EC2A 4BA

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin

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

Delete if
inappropriate

Company number

1570060/5

Name of Company

POWERSTONE

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

87/89 Tabernacle Street,
London, EC2A 4BA.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below



Gray's Inn Company Formations Ltd.
87/89 Tabernacle Street,
London, EC2A 4BA.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement



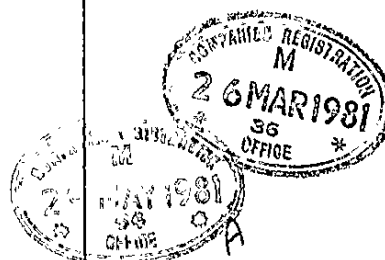
Presenter's name, address and
reference (if any):

GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.

Reference:-

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	Brian Endacott	Business occupation
Former name(s) (note 3)	None	Executive
Address (note 4)	87/89 Tabernacle Street, London, EC2A 4BA.	Nationality British
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
None		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Richard Taylor
Former name(s) (note 3)	None
Address (notes 4 & 7)	87/89 Tabernacle Street, London, EC2A 4BA.
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Signed by or on behalf of the subscribers of the memorandum*

Signature _____ [Subscriber] [Agent]† Date _____

* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Signature _____ [Subscriber] [Agent]† Date _____



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 1570060

I hereby certify that

POWERSTONE LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 25TH JUNE 1981

A handwritten signature in dark ink, appearing to read 'E A Wilson'.

E A WILSON

Assistant Registrar of Companies

C.173

Number of
Company 1570060 / 6

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

of POWERSTONE

Limited

Passed the 29th day of June 1981

At an Extraordinary General Meeting of the members of the above-named company,
duly convened and held at

87/89 Tabernacle St.

London EC2A 4BA

on the 29th day of June 1981

the following SPECIAL RESOLUTION(S) was/were duly passed:—

IT WAS RESOLVED that the Objects Clauses 3(a) & 3(b)
of Page 1 of the Memorandum of Association be deleted
entirely and the attached new Objects Clauses 3(a) & 3(b)
be substituted therefor.

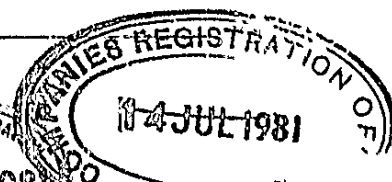
Signature

DIRECTOR.

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.

Presented by: GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.



3 (a) To carry on all or any part of the business or businesses as shippers, ship owners, ship brokers, shipping agents and ship managers in all their respective branches with particular emphasis as forwarding agents, chartering and cargo superintendents in all their branches; as insurance agents and brokers, underwriters, loading and freight agents and travel agents; to establish, operate and maintain shipping, air and road transport services (both public or private) and all other services ancillary thereto, and to purchase, take in, exchange, charter, hire, hire out, build, contract, acquire, own, work, manage and trade with all kinds and types of ships, vessels, aircraft and other transport, and all the ancillary apparatus, equipment, engines and otherwise required therefor; and to provide docking, mooring and berthing facilities or any other service of any nature whatsoever connected with the above businesses; as importers, exporters, wholesalers, retailers, distributors and dealers in goods and products of any description, and to act as consultants and advisers for all or any of the above, all as the Company sees fit.

3 (b) To carry on business as carriers of goods and passengers whether by sea, air or land, as freight contractors, shipping and forwarding agents, stevedores, warehousemen, storekeepers, wharfingers, proprietors of shipyards and the like; as boat and marine finance agents and to act generally as finance and hire-purchase agents or brokers, financial consultants, insurance and general agents or brokers, and to do all or any of the above acting as principals, agents, representatives, brokers, nominees, trustees, appointees, assignees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Signed *[Signature]*
Dated *2nd July 81*

Memorandum of Association

OF

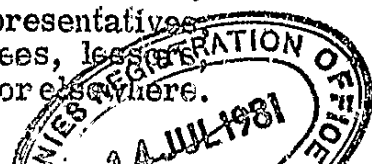
POWERSTONE LIMITED

(Objects Clauses 3(a) & 3(b) were changed by a
Special Resolution passed on 29th June 1981)

1. The name of the Company is "Powerstone 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 part of the business or businesses as shippers, ship owners, ship brokers, shipping agents and ship managers in all their respective branches with particular emphasis as forwarding agents, chartering and cargo superintendents in all their branches; as insurance agents and brokers, underwriters, loading and freight agents and travel agents; to establish, operate and maintain shipping, air and road transport services (both public or private) and all other services ancillary thereto, and to purchase, take in, exchange, charter, hire, hire out, build, contract, acquire, own, work, manage and trade with all kinds and types of ships, vessels, aircraft and other transport, and all the ancillary apparatus, equipment, engines and otherwise required therefor; and to provide docking, mooring and berthing facilities or any other service of any nature whatsoever connected with the above businesses; as importers, exporters, wholesalers, retailers, distributors and dealers in goods and products of any description, and to act as consultants and advisers for all or any of the above, all as the Company sees fit.

(b) To carry on business as carriers of goods and passengers whether by sea, air or land, as freight contractors, shipping and forwarding agents, stevedores, warehousemen, storekeepers, wharfingers, proprietors of shipyards and the like; as boat and marine finance agents and to act generally as finance and hire-purchase agents or brokers, financial consultants, insurance and general agents or brokers, and to do all or any of the above acting as principals, agents, representatives, brokers, nominees, trustees, appointees, assignees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.



- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
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- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses 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.

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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 different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

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>BRIAN ENDACOTT 87/89 Tabernacle Street London EC2A 4BA</p> <p>Executive</p>	ONE
<p>RICHARD TAYLOR 87/89 Tabernacle Street London EC2A 4BA</p> <p>Executive</p>	ONE

DATED The 3rd day of March 1980 .

WITNESS to the above signatures :—

ROBERT CONWAY
87/89 Tabernacle Street
London EC2A 4BA

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COMPANY LIMITED BY SHARES

Articles of Association

OF

POWERSTONE LIMITED

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1976 to 1980 (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 75 of Table A shall not apply to the Company, and in addition to the remaining Clauses 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 shall not

(a) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company:-

or (b) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. (a) The directors of the Company are unconditionally authorised for a period of five years from the date of incorporation of the Company to allot shares to such persons at such times and upon such conditions as they think fit up to the amount of the original share capital of the Company.

(b) Subject to the provisions of sub-clause (A) of this Clause the Directors shall not allot shares unless authorised to do so in accordance with the provisions of Section 14 of the Companies Act 1980.

(c) In accordance with Section 17(9) of the Companies Act 1980 sub-sections (1), (6) and (7) of the said Section shall not apply to the Company.

LIEN

4. The lien conferred by Clause 11 of Table A shall attach also 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.

GENERAL MEETINGS

5. 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.

TRANSFER OF SHARES

6. The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

DIRECTORS

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

10. Clause 79 in Table A (Borrowing Powers) shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. Clause 84 (5) in Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-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 Table A shall be modified accordingly.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of 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.

FIRST DIRECTORS

14. The first Director(s) of the Company shall be:—

BRIAN ENDACOTT

FIRST SECRETARY

15. The first Secretary of the Company shall be:—

RICHARD TAYLOR

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

BRIAN ENDACOTT
87 /89 Tabernacle Street
London EC2A 4BA

Executive

RICHARD TAYLOR
87 /89 Tabernacle Street
London EC2A 4BA

Executive

DATED The 3rd day of March 1980

WITNESS to the above signatures :—

ROBERT CONWAY
87 /89 Tabernacle Street
London EC2A 4BA

Printer

15 100000
310
113
The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

YARMOUTH STEVEDORES LIMITED

(Objects Clauses 3(a) & 3(b) were changed on the 29th June 1981, and the name of the Company was changed by a Special passed on the 28th August 1981).

1. The name of the Company is "Yarmouth Stevedores 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 business as carriers of goods and passengers whether by sea, air or land, as freight contractors, shipping and forwarding agents, stevedores, warehousemen, store-keepers, wharfingers, proprietors of shipyards and the like; as boat and marine finance agents and to act generally as finance and hire-purchase agents or brokers, financial consultants, insurance and general agents or brokers, and to do all or any of the above, all as the Company sees fit.
 - (b) To carry on all or any part of the business or businesses as shippers, ship owners, ship brokers, shipping agents and ship managers in all their respective branches with particular emphasis as forwarding agents, chartering and cargo superintendents in all their branches; as insurance agents and brokers, underwriters, loading and freight agents and travel agents; to establish, operate and maintain shipping, air and road transport services (both public or private) and all other services ancillary thereto, and to purchase, take in, exchange, charter, hire, hire out, build, contract, acquire, own, work, manage and trade with all kinds and types of ships, vessels, aircraft and other transport, and all the ancillary apparatus, equipment, engines and otherwise required therefor; and to provide docking, mooring and berthing facilities or any other service of any nature whatsoever connected with the above businesses; as importers, exporters, wholesalers, retailers, distributors and dealers in goods and products of any description, and to act as consultants and advisers for all or any of the above acting as principals, agents, representatives, brokers, nominees, trustees, appointees, assignees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses 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 £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

W.E. the several persons whose names, addresses and descriptions are hereinafter 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>BRIAN ENDACOTT 87/89 Tabernacle Street London EC2A 4BA</p> <p>Executive</p>	ONE
<p>RICHARD TAYLOR 87/89 Tabernacle Street London EC2A 4BA</p> <p>Executive</p>	ONE

DATED The 3rd day of March 1980

WITNESS to the above signatures:—

ROBERT CONWAY
87/89 Tabernacle Street
London EC2A 4BA

4. Printer

COMPANY LIMITED BY SHARES

Articles of Association

OF

YARMOUTH STEVEDORES LIMITED

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1976 to 1980 (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 75 of Table A shall not apply to the Company, and in addition to the remaining Clauses 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 shall not

(a) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company:-

or (b) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. (a) The directors of the Company are unconditionally authorised for a period of five years from the date of incorporation of the Company to allot shares to such persons at such times and upon such conditions as they think fit up to the amount of the original share capital of the Company.

(b) Subject to the provisions of sub-clause (A) of this Clause the Directors shall not allot shares unless authorised to do so in accordance with the provisions of Section 14 of the Companies Act 1980.

(c) In accordance with Section 17(9) of the Companies Act 1980 sub-sections (1), (6) and (7) of the said Section shall not apply to the Company.

LIEN

4. The lien conferred by Clause 11 of Table A shall attach also 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.

GENERAL MEETINGS

5. 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.

TRANSFER OF SHARES

6. The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

DIRECTORS

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

10. Clause 79 in Table A (Borrowing Powers) shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. Clause 84 (5) in Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-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 Table A shall be modified accordingly.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of 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.

BRIAN ENDACOTT

FIRST SECRETARY

15. The first Secretary of the Company shall be:—

RICHARD TAYLOR

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

BRIAN ENDACOTT
87/89 Tabernacle Street
London EC2A 4BA

Executive

RICHARD TAYLOR
87/89 Tabernacle Street
London EC2A 4BA

Executive

DATED The 3rd day of March 1980

WITNESS to the above signatures:—

ROBERT CONWAY
87/89 Tabernacle Street
London EC2A 4BA

Printer

111

No. 1570060

THE COMPANIES ACTS 1948 - 1980

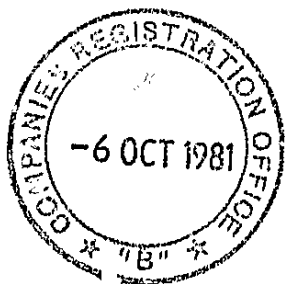
COMPANY LIMITED BY SHARES

111

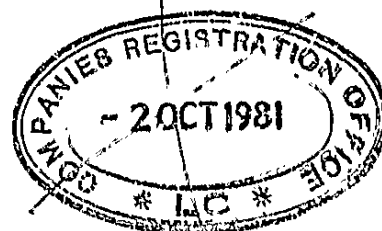
SPECIAL RESOLUTION OF POWERSTONE LIMITED
PASSED ON THE *Twenty-eighth* DAY OF
AUGUST 1981

At an Extraordinary General Meeting of the above Company duly convened and held at the registered office the following Special Resolution was duly passed, Viz:-

That the name of the Company be changed to "Yarmouth Stevedores Limited"



X *[Signature]*
CHAIRMAN



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1570060

112

I hereby certify that

POWERSTONE LIMITED

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

YARMOUTH STEVEDORES LIMITED

Given under my hand at Cardiff the

22ND OCTOBER 1981

A handwritten signature in dark ink, appearing to be 'J. J. Jones' or similar, written over a faint circular stamp.

Assistant Registrar of Companies



COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

--	--	--	--

1570060

Name of company

*Insert full name
of company

* YARMOUTH STEVEDORES LIMITED

†The copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26th July 1989 the nominal capital of the company has been
increased by £ 249,900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.†

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:

The new £1 ordinary shares which are to be issued are to rank pari passu
with the issued £1 ordinary shares of the Company

Please tick here if
continued overleaf

☐

§Delete as
appropriate

Signed

[Director][Secretary]§ Date 1st August 1989

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

Howard Killin & Bruce,
16/17 South Quay,
Great Yarmouth,
Norfolk,
NR30 2RA.

Ref: MJT/DJT

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Criniscott Street, London SE1 5TS

Companies G123

1985 Edition
2.83 B.H.A.M.
5017157

No. 1570060

WRITTEN RESOLUTIONS OF
YARMOUTH STEVEDORES LIMITED

Passed on 26th July 1989

We the undersigned shareholders being together the holders of all of the shares now issued of the above-named Company HEREBY RESOLVE as follows:-

1. INCREASE OF SHARE CAPITAL

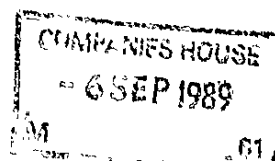
"That the authorised share capital of the Company be increased from One Hundred Pounds (£100) to Two Hundred and Fifty Thousand Pounds (£250,000) by the creation of Two Hundred and Forty Nine Thousand Nine Hundred (249,900) Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of the Company in all respects."

2. AUTHORITY TO ALLOT SHARES

"That pursuant to Section 80 of the Companies Act 1985 the Directors of the Company be unconditionally empowered for a period of five years from the date of the passing of this Resolution to exercise all the powers of the Company to allot or dispose of relevant securities as defined by sub-section (2) of the said Section 80 the maximum amount of relevant securities that may be allotted hereunder being the number from time to time of the authorised but unissued relevant securities (as so defined) of the Company."

.....
K.B. Martin

.....
M.C.M. Beon



No. 1570060

The Companies Act 1985

Certified Copy

SPECIAL RESOLUTION

of

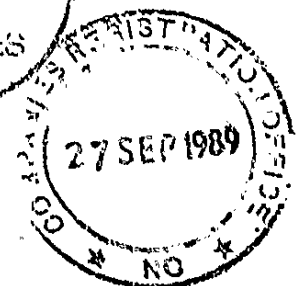
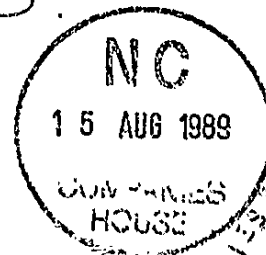
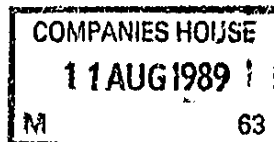
YARMOUTH STEVEDORES LIMITED

Passed the 7th day of August 1989

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at — East Quay, Great Yarmouth, Norfolk, on the day of August 1989 the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to
GREAT YARMOUTH STEVEDORING CO. LIMITED."

KBM Martin
Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1570060

I hereby certify that

YARMOUTH STEVEDORES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GREAT YARMOUTH STEVEDORING CO. LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4 OCTOBER 1989


an authorised officer