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Please do not write in  
this binding margin ↓

## THE COMPANIES ACTS 1948 TO 1980

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

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

41a

Please complete legibly,  
preferably in black type,  
or bold black lettering.\* Insert full name of  
company

For official use

Company number

|  |  |  |
|--|--|--|
|  |  |  |
|--|--|--|

1668314 / 1

Name of Company

STONE INTERNATIONAL TRUSTEES LIMITED \*

I, ELIZABETH CAROLINE PHILIPPS

of Hale Court Lincoln's Inn, London, WC2A 3UW.

† Please indicate whether  
you are a Solicitor of  
the Supreme Court (or  
in Scotland 'a Solicitor')  
engaged in the formation  
of the company, or a  
person named as director  
or secretary of the  
company in the statement  
delivered under section 21  
of the Companies Act 1976

do solemnly and sincerely declare that I am † ~~a Solicitor of the Supreme~~  
Court engaged in the formation  
of \* STONE INTERNATIONAL TRUSTEES 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 Hale Court, Lincoln's Inn,  
London, WC2A 3UW

Signature of Declarant

the 13<sup>th</sup> day of August

One thousand nine hundred and eighty-two

before me Jenny Franklin

A Commissioner for Oaths Solicitor

‡ 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)

ECP

WILKINSON KIMBERS &amp; STADDON

HALE COURT

LINCOLN'S INN

LONDON WC2A 3UW

Form F130 (No. 41a)

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25 Bedford Row  
London WC1R 4HE  
December 1990

For official use  
New companies section

Post room



The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

1668314

MEMORANDUM OF ASSOCIATION

- of -

STONE INTERNATIONAL TRUSTEES LIMITED

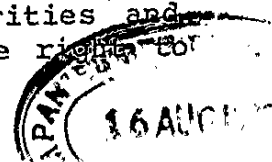


1. The name of the Company is "Stone International Trustees Limited".

2. The registered office of the Company will be situate in England.

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

- (1) To act as trustees of any trust, as attorney, agent, nominee, executor or administrator of or for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign or authority, supreme, municipal local or otherwise.
- (2) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (3) 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 rights for



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.

- (4) 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.
- (5) 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.
- (6) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (7) 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.
- (8) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

- (9) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for 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.
- (10) 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.
- (11) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (12) 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.
- (13) 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 persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase 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.

- (14) 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.
- (15) 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 anywise 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.

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

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

---

*EL Philipps*

*One*

ELIZABETH CAROLINE PHILIPPS  
Hale Court,  
Lincoln's Inn,  
London WC2A 3UW.

ONE

Solicitor

*John Farmer*

*One*

JOHN FARMER  
Hale Court,  
Lincoln's Inn,  
London WC2A 3UW.

ONE

Articled Clerk

Total Shares taken

TWO

---

DATED 13<sup>th</sup> August 1982

WITNESS to the above Signatures :-

*John Elgar*

*Hale Court*

*Lincoln's Inn*

*London WC2A 3UW.*

5

*Articled Clerk.*

THE COMPANIES ACTS 1948 TO 1981

1668314 / 4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

STONE INTERNATIONAL TRUSTEES LIMITED

---

GENERAL

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 ("the Act") as amended by the Companies Act 1980 ("the 1980 Act") shall apply to the Company subject to the exclusions and modifications hereinafter contained.

2. Regulations 11, 24, 75, 76, 77, 79, 88, 89, 90, 91, 92, 106 and 136 in Part I of the said Table A (hereinafter called "Table A") shall not apply to the Company. Regulations 3, 40, 44, 62, 84, 93, 95, 97, 107 and 135 of Table A shall take effect subject to the modifications hereinafter contained.

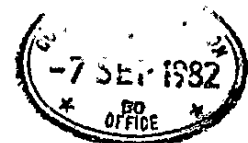
SHARES

3. The share capital of the Company is £100 divided into one hundred Ordinary Shares of £1 each.

4. The Company is a private Company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to Article 4 hereof :-

(a) the Directors are unconditionally authorised for the purposes of Section 14 of the 1980 Act to issue, allot, dispose of or grant options over shares and debentures convertible into shares up to the amount of the share capital created on incorporation of the



Company at any time or times during the period of five years from the date of incorporation of the Company and on such terms and with such rights attached thereto as the Directors shall from time to time determine (subject to any special rights for the time being attached to any class of shares on their creation). In accordance with Section 17(9) of the 1980 Act subsections (1) (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

(b) Any shares or securities which the Directors are not authorised to deal with by virtue of paragraph (a) above may, with the consent of the Company in general meeting be dealt with by the Directors who may allot and dispose of or grant options over the same to such persons, on such terms (subject to any special rights attached thereto on their creation) and in such manner as they think fit and for such period as is specified in any such consent (which shall not in any event exceed 5 years).

6. In regulation 3 of Table A the words "on such terms and in such manner as the Company before the issue of the shares may by special resolution determine" shall be omitted.

#### LIEN

7. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether or not fully paid) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

8. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid 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.

#### PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

#### DIRECTORS

10. Subject as hereinafter provided the Directors shall not be less than two in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors.

11. A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company.

13. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary

thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

14. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

15. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors.

16. Regulations 107 to 109 of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### BORROWING POWERS

17. 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 subject to these Articles and Section 14 of the 1980 Act 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 and there shall be no limit on the amount which the Directors of the Company shall have power to borrow.

#### DISQUALIFICATION OF DIRECTORS

18. The office of Director shall be vacated if the Director:

- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976; or
- (c) Becomes of unsound mind; or
- (d) Resigns his office by notice in writing to the Company; or
- (e) Is removed from office pursuant to Section 184 of the Act.

#### ROTATION OF DIRECTORS

19. The Directors shall not retire by rotation and regulations 93, 95, 97 and 107 of Table A shall be modified accordingly.

#### WINDING UP

20. In regulation 135 of Table A, the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

21. Subject to the provisions of the Companies Acts every officer of the Company and every person employed by the Company as Auditor shall be indemnified out of the assets of the Company against all liabilities which he may suffer or incur in relation to his office or to such employment including any liability suffered or incurred in defending any proceedings civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him.

#### OVER-RIDING PROVISIONS

22. Whenever Stone International Limited (hereinafter called "the Parent Company") or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent of the issued Ordinary Shares the following provisions shall apply and to the extent of any

inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company 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 on behalf of the Parent Company 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 Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the 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

---

*Philipps*  
ELIZABETH CAROLINE PHILIPPS  
Hale Court,  
Lincoln's Inn,  
London WC2A 3UW.

Solicitor

*John Farmer*  
JOHN FARMER  
Hale Court,  
Lincoln's Inn,  
London WC2A 3UW.

Articled Clerk.

---

DATED this *13<sup>th</sup>* day of *August* 1982

WITNESS to the above Signatures:

*John Elgar*  
*Hale Court*  
*Lincoln's Inn*  
*London WC2A 3UW.*

*Articled Clerk.*



# THE COMPANIES ACTS 1948 TO 1976

Form No. 1

## 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 ↓

Company number

1668314/5

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

Name of company

|                              |  |           |
|------------------------------|--|-----------|
| STONE INTERNATIONAL TRUSTEES |  | Limited * |
|------------------------------|--|-----------|

\* delete if  
inappropriate

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

|                           |
|---------------------------|
| GATWICK ROAD (P.O. BOX 5) |
| CRAWLEY                   |
| WEST SUSSEX, RH10 2RN     |

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

☐

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|  |

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

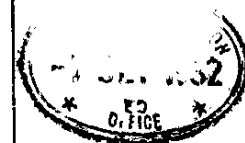
☐

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

ECP  
WILKINSON KIMBERS & STADDON  
HALE COURT  
LINCOLN'S INN  
LONDON WC2A 3LW

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: -

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.

|  |   |
|--|---|
| Name (note 2)  | Business occupation                       |
| ELIZABETH CAROLINE PHILIPPS  | solicitor                                 |
| Former name(s) (note 3)  | Nationality                               |
| Address (note 4)   | British                                   |
| 38, Thornfield Road,<br>London, W12 8JQ                            | Date of birth (where applicable) (note 6) |
| Particulars of other directorships (note 5)                        |   |
| see list attached  |   |
| I hereby consent to act as director of the company named on page 1 |   |
| Signature <i>E C Philipps</i>                                      | Date 13-8-82                              |

|  |   |
|--|---|
| Name (note 2)  | Business occupation                       |
| MICHAEL COLLINS  | SOLICITOR                                 |
| Former name(s) (note 3)  | Nationality                               |
| Address (note 4)   | BRITISH                                   |
| "APPLEDORN", WOODHILL ROAD, SANDON<br>CHELMSEFORD, ESSEX CM8 7SF   | Date of birth (where applicable) (note 6) |
| Particulars of other directorships (note 5)                        |   |
| See list attached  |   |
| I hereby consent to act as director of the company named on page 1 |   |
| Signature <i>M Collins</i>   | Date 13-8-82                              |

|  |   |
|--|---|
| Name (note 2)  | Business occupation                       |
| Former name(s) (note 3)  | Nationality                               |
| Address (note 4)   | Date of birth (where applicable) (note 6) |
| Particulars of other directorships (note 5)                        |   |
| 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)(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.

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 and 7)  |              |
| ELIZABETH CAROLINE PHILIPPS   |              |
| Former name(s) (note 3)   |              |
| Address (notes 4 and 7)   |              |
| 38 Thornfield Road,   |              |
| London, W12 8JQ   |              |
| I hereby consent to act as secretary of the company named on page 1 |              |
| Signature <i>E C Philipps</i>                                       | Date 13.8.82 |

|   |      |
|---|------|
| Name (notes 2 and 7)  |      |
|   |      |
| Former name(s) (note 3)   |      |
| Address (notes 4 and 7)   |      |
|   |      |
|   |      |
| I hereby consent to act as secretary of the company named on page 1 |      |
| Signature   | Date |

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

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

Ø delete as appropriate

Signature *E C Philipps* [Subscriber] [Agent] Ø Date 13.8.82

Signature *John Jones* [Subscriber] [Agent] Ø Date 13.8.82



MRS. E.C. PHILIPPS - DIRECTORSHIPS

HIGHMANTLE LIMITED

HYDE SAILS (CONTRACTS) LIMITED

LIMPIAN LIMITED

POLARBASE LIMITED

S.E.S. RENTALS LIMITED

WARDCROSS LIMITED

August, 1982

LIST OF DIRECTORSHIPS OF MICHAEL COLLINS  
APPLEDORN, WOODHIL ROAD, SANDON,  
CHELMSFORD, CM2 7SF

ALBEX ANTIQUES LIMITED

A. & M. FINANCE & LEASING LIMITED

A. BARTH LIMITED

BROOK MERCANTILE HOLDINGS LIMITED AND SUBSIDIARIES

BUCKLESBURY TRADING (LONDON) LIMITED

D.M. INDUSTRIAL PLASTICS LIMITED

FAIRHOLT INDUSTRIAL HOLDINGS LIMITED

FAIRHOLT PRINTING CORPORATION LIMITED

FIRO TRADING LIMITED

FISKEBY (G.B.) LIMITED

GEORGE PHILIP FINANCE LIMITED

GEORGE PHILIP PROPERTIES LIMITED

HALE HAMILTON (VALVE) LIMITED

HALE HAMILTON HOLDINGS LIMITED

IRVINE DESIGN & MANUFACTURE LIMITED

LUKEY FARMS LIMITED

PLASTIC DIP MOULDINGS LIMITED

RODD INDUSTRIAL FINANCE LIMITED

TEMPORITE LIMITED

FAIRHOLT FARMS LIMITED

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1668314

I hereby certify that

STONE INTERNATIONAL TRUSTEES LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 29TH SEPTEMBER 1982

A handwritten signature in black ink, appearing to read 'R. J. Jones', written over a horizontal line.

Assistant Registrar of Companies

**A**

Company number

1668314

For official use

|                          |                          |                                     |
|--------------------------|--------------------------|-------------------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
|--------------------------|--------------------------|-------------------------------------|

Name  
Registered  
office  
address

STONE INTERNATIONAL TRUSTEES LIMITED  
 Gatwick Road, (P.O. Box 5),  
 Crawley,  
 West Sussex,  
 RH10 2RN.

No fee payable

The Companies Act 1948 to 1976

**Notice of accounting reference date**

Pursuant to section 2 (1) of the Companies Act 1976

To the Registrar of Companies

**Notes**\*Delete if  
inappropriatePlease complete  
in block letters  
in bold black ink  
or type.**Important**The Accounting  
reference date to be  
entered alongside should  
be completed as in the  
following examples:31 March —  
Day Month

|   |   |   |   |
|---|---|---|---|
| 3 | 1 | 0 | 3 |
|---|---|---|---|

5 April —  
Day Month

|   |   |   |   |
|---|---|---|---|
| 0 | 5 | 0 | 4 |
|---|---|---|---|

31 December  
Day Month

|   |   |   |   |
|---|---|---|---|
| 3 | 1 | 1 | 2 |
|---|---|---|---|

†Delete as appropriate

Name of Company

STONE INTERNATIONAL TRUSTEES

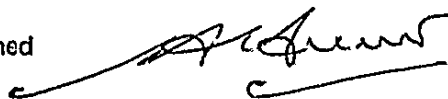
Limited\*

hereby gives you notice in accordance with subsection (1) of  
 Section 2 of the Companies Act 1976 that the accounting  
 reference date on which the company's accounting reference  
 period is to be treated as coming to an end in each  
 successive year is as shown below:

Please mark X in the box  
below if a public company

|                |     |       |
|----------------|-----|-------|
| Company number | Day | Month |
| 1668314        | 3 1 | 0 5   |

Signed



Date

9/11/82


†Director/Secretary

Presentor's  
name and ref:

MR KIRKMAN & SONS  
 HALE COURT, LINCOLN'S INN,  
 LONDON W.C.2

ECP

For official use only

|            |                 |   |
|------------|-----------------|---|
| Data punch | General section | Post room   |
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Cat: CA3B



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THE COMPANIES ACTS 1948 - 1981

STONE INTERNATIONAL TRUSTEES LTD

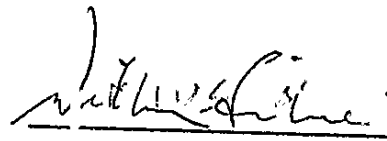
NO. 1668314 113

SPECIAL RESOLUTION

At an Annual General Meeting of the Company held at Stone House, Gatwick Road, Crawley, West Sussex on Thursday 8th March 1984, the following resolution was passed as a Special Resolution :-

SPECIAL RESOLUTION

THAT Section 14 (1) of the Companies Act 1976 shall be excluded from applying to the company and that auditors shall not be appointed.

  
Chairman



# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) 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

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

1668314

Name of company

\* STONE INTERNATIONAL TRUSTEES LTD

\* insert full name of company

### Note

Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 3

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 0 3 1 9 8 8

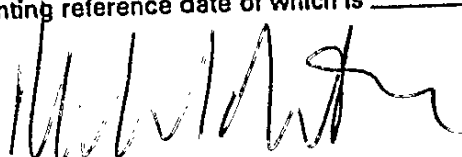
If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of N/A

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

Signed



[Director][Secretary]† Date 12/11/1987

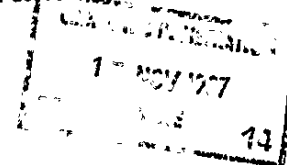
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Presenter's name address and reference (if any):

For official Use  
General Section

Post room



SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

COMPANY NUMBER 1668314

STONE INTERNATIONAL TRUSTEES LIMITED

At an Extraordinary General Meeting of the members of the above

held at

Stoney Royd, Halifax, West Yorkshire

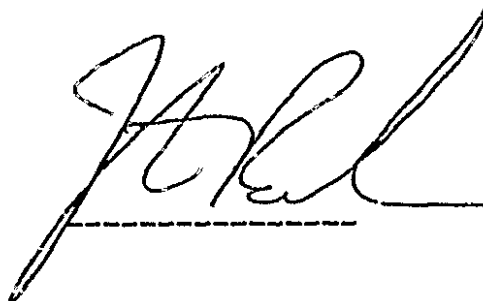
on

18 August, 1989

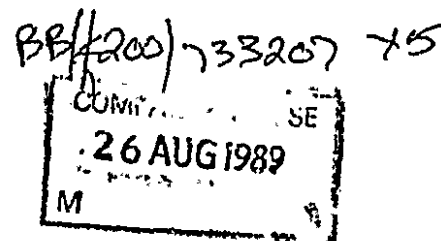
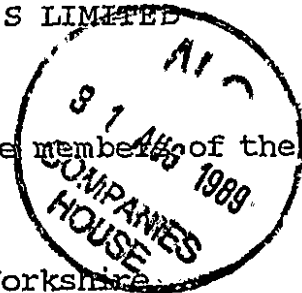
the following Special Resolution was duly passed :

That the name of the Company be changed to

FKI Trustees Limited.



CHAIRMAN



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1668314

I hereby certify that

STONE INTERNATIONAL TRUSTEES LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

FKI TRUSTEES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 8 SEPTEMBER 1989

*E. Owen*  
MRS E. OWEN

an authorised officer



FKI TRUSTEES LIMITED

COMPANY NUMBER 1668314

AT A DULY CONVENED EXTRAORDINARY GENERAL MEETING OF THE ABOVE MENTIONED COMPANY HELD ON 25TH FEBRUARY 1991, THE FOLLOWING ELECTIVE RESOLUTION WAS DULY PASSED UNANIMOUSLY:

ELECTIVE RESOLUTION

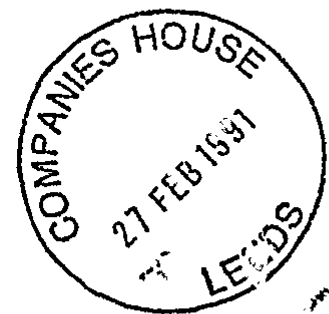
IT IS HEREBY UNANIMOUSLY RESOLVED as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

THAT THE COMPANY HEREBY ELECTS:

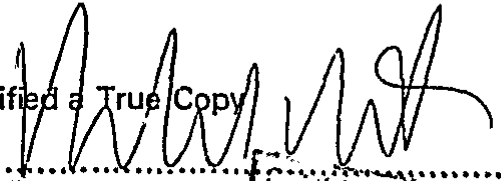
- (1) pursuant to Section 252 of the Act, to dispense with the laying of accounts before the company in general meeting;
- (2) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (3) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.

  
.....  
CHAIRMAN OF MEETING

25th February 1991



Certified a True Copy

  
.....  
M J R Porter, Company Secretary

