



THE COMPANIES ACTS 1948 TO 1980

Form No. 41a

41a

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

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

Please do not write in this binding margin

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

*delete if inappropriate

For official use

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Company number

1699180/1

Name of company

LAURELSHIELD Limited*

I, NIGEL LEONARD BLOOD, _____
of 34 Temple Chambers, _____
Temple Avenue, _____
London, EC4Y 0HP _____

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

LAURELSHIELD 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 Temple Chambers, _____
Temple Avenue, _____
in the City of London, _____

the 25th day of January
One thousand nine hundred and eighty three ✓

before me J. M. (James)
A Commissioner for Oaths Solicitor

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

The London Law Agency Ltd.,
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.

For official use
General Section

Post room

The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)



THE COMPANIES ACTS 1948 TO 1981

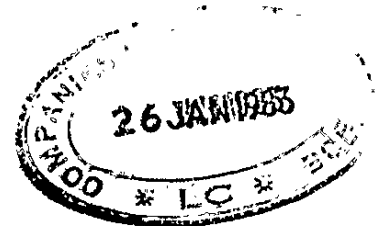
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LAURELSHIELD LIMITED

1699180/3



1. The Name of the Company is " LAURELSHIELD LIMITED". ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The Objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

THE COMPANY LAW AGENCY LTD.

10/11/1983

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, 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.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

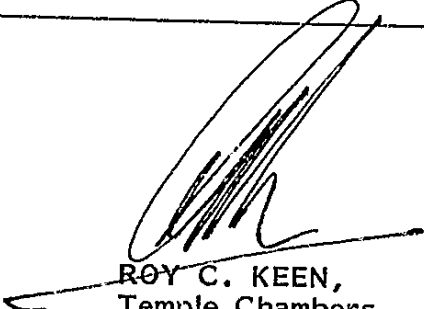
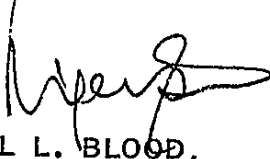
(W) To do all such things as are incidental or conducive to the above objects or any of them.

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 paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

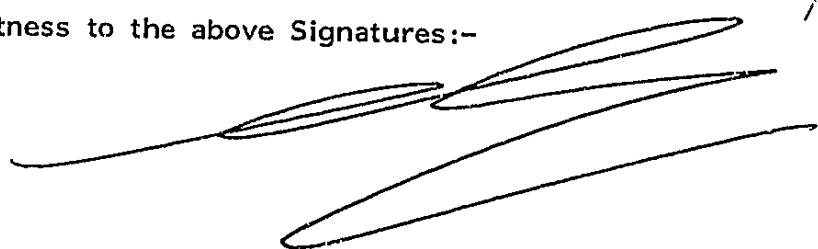
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose Names, 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
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One /
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One /

Dated the 1st day of January, 1983.

Witness to the above Signatures:-


J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LAURELSHIELD LIMITED

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1980 (as defined by Section 90 (2) of the Companies Act 1980) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 11, 24, 75, 77 and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of 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.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid 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 fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders 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 on a share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 54 in Part I of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

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

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

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

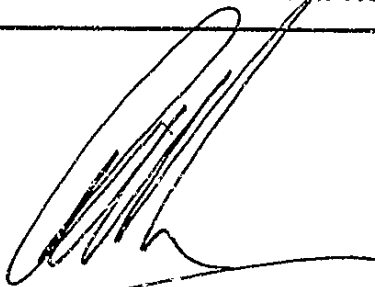
ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

TRANSFER OF SHARES

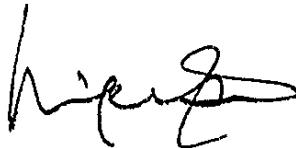
15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.



NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.

Dated the 1st day of January, 1983.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.

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

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

1Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

Company number

1699180/5

Name of Company

LAURELSHIELD	
	Limited*

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

84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

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

X

The London Law Agency Limited 84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
--

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
reference (if any)The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553for official use
General section

Post room

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**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers
Tel: 01-353 9471 (10 lines)

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

Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited Wests Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1 JAN 1983	

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.

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)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 1 JAN 1983

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.

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

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

Signature	[Subscriber]	Date 1 JAN 1983
Signature	[Subscriber]	Date 1 JAN 1983

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1699180

I hereby certify that

LAURELSHIELD 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 14TH FEBRUARY 1983

A handwritten signature in ink, appearing to be 'P. Walker', written over a horizontal line.
P. WALKER

Assistant Registrar of Companies

C.173

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THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

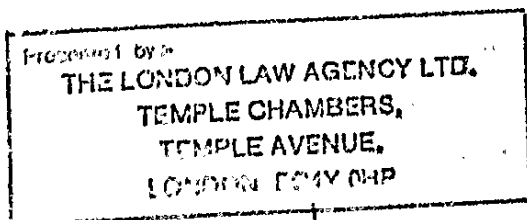
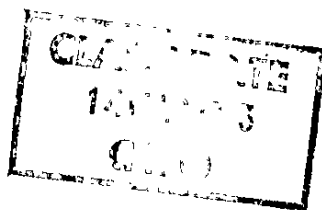
MEMORANDUM OF ASSOCIATION

OF

LAURELSHIELD LIMITED

(As altered by Special Resolution passed on the 14th day of February, 1983.)

1. The Name of the Company is " LAURELSHIELD LIMITED ". ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The Objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of agents for the charter sale and purchase of builders designers importers and exporters fitters furnishers and repairers of and dealers in yachts boats vessels and marine craft of all kinds and of and in yachting and marine equipment spares plant machinery tackle gear accessories and supplies of every description shipwrights ship chandlers marine storekeepers sail makers and repairers insurance agents and brokers hire purchase financiers owners and letters on hire of chalets caravans boat houses landing stages piers moorings slipways and foreshore rights motor electrical mechanical marine light and general engineers garage proprietors and proprietors of hiring repairing and other depots and petrol and other spirit supply stores and stations tourist agents hotel motel cafe and restaurant proprietors refreshment caterers and contractors shop and store keepers provision merchants tobacconists and newsagents commission agents and general agents merchants and traders.



CLARENCE
1983
G.D.
BENE HICK

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

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(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, 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.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are 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 paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph 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.

Number of Company: 1699180 / 16

THE COMPANIES ACTS 1948 TO 1981

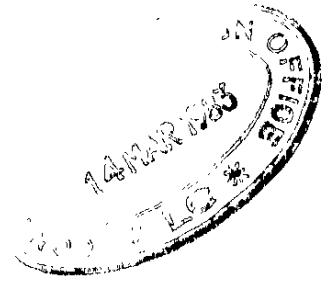
COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

LAURELSHIELD LIMITED

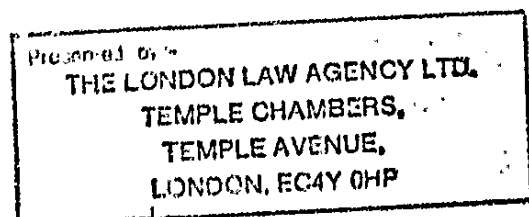


Passed the 14th day of February, 1983.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 14th day of February, 1983, the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (A) of Clause 3 of the said Memorandum and by substituting therefor the following new Sub-Clause:-

- (A) To carry on all or any of the businesses of agents for the charter sale and purchase of builders designers importers and exporters fitters furnishers and repairers of and dealers in yachts boats vessels and marine craft of all kinds and of and in yachting and marine equipment spares plant machinery tackle gear accessories and supplies of every description shipwrights ship chandlers marine storekeepers sail makers and repairers insurance agents and brokers hire purchase financiers owners and letters on hire of chalets caravans boat houses landing stages piers moorings slipways and foreshore rights motor electrical mechanical marine light and general engineers garage proprietors and proprietors of hiring repairing and other depots and petrol and other spirit supply stores and stations tourist agents hotel motel cafe and restaurant proprietors refreshment caterers and contractors shop and store keepers provision merchants tobacconists and newsagents commission agents and general agents merchants and traders.



OLNE/HICK

ROY C. KEEN
Chairman

Number of Company 1699180

10

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION
OF
LAURELSHIELD LIMITED

Passed the 3rd day of March, 1983

At an EXTRAORDINARY GENERAL MEETING of the above-named Company
duly convened, and held on the 3rd day of March, 1983 the
following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be altered to

CYGNUS INSTRUMENTS LIMITED

Prohm
.....
CHAIRMAN

Used
090630
140

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1699180 / 11

I hereby certify that

LAURELSHIELD LIMITED

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

CYGNUS INSTRUMENTS LIMITED

Given under my hand at Cardiff the 30TH MARCH 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

Number of Company 1699180 *lit*

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

(copy)

ORDINARY RESOLUTION /

of

CYGNUS INSTRUMENTS LIMITED

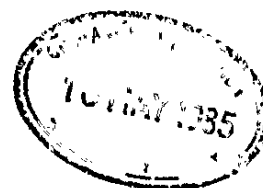
Passed the 1st day of November 1983 /

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 1st November, 1983 the following ORDINARY RESOLUTION was duly passed:-

That the Share Capital of the Company be increased from £100 to £2,400 by the creation of 2,300 new shares of £1 each ranking in all respects pari passu with the existing shares of £1 each in the Capital of the Company. /

M. J. M.

Director





THE COMPANIES ACTS 1948 TO 1976

Form No. 10

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding margin



To the Registrar of Companies

For official use

Company number

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

113

1699180

Name of company

CYGNUS INSTRUMENTS Limited*

*delete if
inappropriate

† delete as
appropriate

Note
This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies within
15 days after the
passing of the
resolution.

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
~~STET.~~ ~~[ordinary]~~ ~~[extraordinary]~~ ~~[special]~~ ~~†~~ resolution of the company dated 1st NOVEMBER '83
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 2,300 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows :

Number of shares	Class of share	Nominal amount of each share
2,300	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new
shares have been or are to be issued are as follows :

Please tick here if
continued overleaf ☐

Signed

M. J. J.

[Director] ~~[Secretary]~~ † Date

27.2.84

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

HICKS, ANDERSON & CO.,
Chartered Accountants,
17 FINSBURY SQUARE,
LONDON EC2A 3DU
DUCKINGHAM 478

Bedford [0234] 71371

For official use
General Section

Post room

The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers
Tel: 01-353 9471 (10 lines)



LAW SOCIETY OF
ENGLAND

G

THE COMPANIES ACTS 1948 TO 1976

Form No. 10

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding margin

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

*delete if
inappropriate

† delete as
appropriate

Note
This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies within
15 days after the
passing of the
resolution.

To the Registrar of Companies

For official use

Company number

Name of company

16

1699180.

CYGNUS INSTRUMENTS Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
[ordinary][extraordinary][special]† resolution of the company dated 15 JUNE 1985
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 47600 beyond the registered capital of £ 2400.
A printed copy of the resolution authorising the increase is forwarded herewith.
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
<u>47600.</u>	<u>ordinary</u>	<u>£1.</u>

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new
shares have been or are to be issued are as follows:

† delete as
appropriate

Please tick here if
continued overleaf ☐

Signed

[Director][Secretary]† Date

15.6.1985

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

HICKS ANDERSON & CO
17 HIGH STREET
OLNEY
BUCKS.

For official use
General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers
Tel. 01-353 9471 (10 lines)

117
COMPANY NUMBER 1699120

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

PASSED THE 1ST DAY OF JUNE 1985

AT AN EXTRA ORDINARY GENERAL MEETING OF THE
ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT

Crockway House, Frampton,
Dorchester, Dorset.

ON THE 1ST DAY OF JUNE, 1985 THE
FOLLOWING RESOLUTION WAS DULY PASSED:-

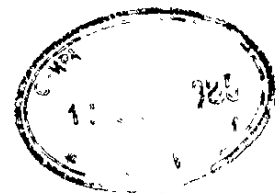
That the Share Capital be increased to 50,000
Ordinary Shares of £1 each

SIGNED

[Signature]

DATED

9 July 1985



THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

PASSED THE 10TH DAY OF AUGUST 1985

AT AN EXTRA ORDINARY GENERAL MEETING OF THE
ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT

Crockway House, Frampton,
Dorchester, Dorset.

ON THE 10TH DAY OF AUGUST 1985 THE
FOLLOWING RESOLUTION WAS DULY PASSED:-

That the Share Capital be increased to 80,000
Ordinary Shares of £1 each

SIGNED

M. J. J. J.

DATED

10.8.1985



THE COMPANIES ACTS 1948 TO 1977

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate† delete as
appropriate**Note**This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies within
15 days after the
passing of the
resolution.

To the Registrar of Companies

For official use

Company number

210

1699180

Name of company

CYGNUS INSTRUMENTS

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
~~[ordinary]~~ [extraordinary] [special] † resolution of the company dated 10.8.1985
 the nominal capital of the company has been increased by the addition thereto of the sum of
 £ 30,000 beyond the registered capital of £ 50,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
30,000	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
 The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new
 shares have been or are to be issued are as follows:

Please tick here if
continued overleaf† delete as
appropriate

Signed

M. J. D. M.

[Director] [Secretary] † Date

10.8.1985

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

HICKS, ANDERSON & CO.,
 Chartered Accountants,
 17 HIGH STREET
 OLNEY,
 BUCKS. MK46 4LE
 Bedford [0234] 711371

For official use
 General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents. Printed on behalf of the Registrar of Companies

Tel. 01-353 9471 (10 lines)

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

20

1652125

Name of Company

T.P. MACHINERY (N.K.)

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

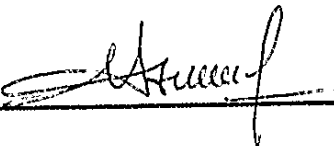
[extraordinary] [special]† resolution of the company dated 12 TH JULY 1985

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 49,900 beyond the registered capital of £ 100†delete as
appropriate**Note**This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
49,900	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:TO HAVE PARRI PASSED WITH THE
EXISTING ORDINARY SHAREPlease tick here if
continued overleaf
☐
†delete as
appropriate

Signed



[Director] [Secretary]† Date 12 TH JULY 1985

Presentor's name, address and
reference (if any):For official use
General section

Post room



THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

PASSED THE 23 DAY OF Sept 1985

AT AN EXTRA ORDINARY GENERAL MEETING OF THE
ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT

Crockway House, Frampton,
Dorchester, Dorset.

ON THE 23rd DAY OF September 1985 THE
FOLLOWING RESOLUTION WAS DULY PASSED:

That the authorised Share Capital be increased to
250,000 Ordinary Shares of £1 each

SIGNED.....*Moder*.....



SPECIAL RESOLUTION

OF

CYGNUS INSTRUMENTS LIMITED

COMPANY NUMBER 1699180

1/22

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Crockway House, Frampton, Dorchester, Dorset on the day of *22d September* 1985, the following Special Resolution was passed.

That the Articles of Association of the Company be altered by the insertion of the following articles after article 7.

Article 7 (a) - The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the company or shareholder.

Article 7 (b) - The Company may purchase its own shares (including any redeemable shares).



SIGNED.....

[Signature]
CHAIRMAN



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

[1 2 3]

1699180

Name of company

* CYGNUS INSTRUMENTS

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23.9.1985 the nominal capital of the company has been
increased by £ 170000 beyond the registered capital of £ 80,000.

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

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

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed

[Signature]

[Director][Secretary]† Date

11 Oct. 1985

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

W. J. & C. G. G.
Chartered Accountants,
17 WEST STREET,
CHICHESTER,
BUCKINGHAMSHIRE MK46 4EB
Bedford [0234] 711371

For official Use
General Section

Post room

G

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 as amended by Schedule 13 to the Insolvency Act 1986

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

* Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1	6	9	9	1	8	0
---	---	---	---	---	---	---

Name of company

* CYGNUS INSTRUMENTS LTD.																			
---------------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

Day Month

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

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

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

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:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

Signed

[Signature]

Designation: *Managing Director* Date: *21 SEP 87*

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

For official Use
General Section

Post room

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate