

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 do not write in this binding margin

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

*Insert full name of company

For official use

Company number

--	--	--	--

1755958	1
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Name of company

DECROMEX LIMITED

I, DANIEL JOHN DWYERof 50 LINCOLN'S INN FIELDS
LONDON, WC2A 3PF

do solemnly and sincerely declare that I am a person named as Director of the Company in the Statement delivered under Section 21 of the Companies Act 1976 of

DECROMEX 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 14 Old Square
Lincoln's Inn
London WC2

Signature of Declarant

the 19th day of AugustOne thousand nine hundred and Eighty Three

before me

ARC Dysc
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for OathsPresenter's name, address and reference (if any): DJD/D
D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn
Fields, London
WC2A 3PF

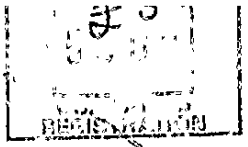
For official use

New companies section

Post room

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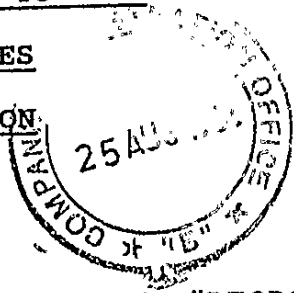
THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

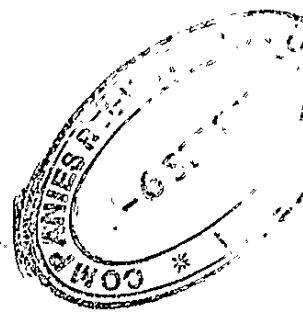
DECROMEX LIMITED



1. The name of the Company is "DECROMEX 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.

D & D LAW AGENCY SERVICES LTD
50, LINCOLNS INN FIELDS
LONDON WC2A 3PF
TEL. 01-405 1082/7215



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase; sell; exchange; improve; mortgage, charge; rent; let on lease; hire; surrender; licence; accept surrenders of and otherwise acquire and deal with any freehold; leasehold or other property; chattels and effects, erect, pull down; repair; alter; develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) 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 business or property so purchased or acquired.
- (e) To apply for; purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company; or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell; let; licence; develop or otherwise deal with the undertaking; or all or any part of the property or assets of the Company, upon such terms as the Company may approve; with power to accept shares; debentures or securities of; or interests in; any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons; upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures; debenture stock; bonds; mortgages, charges; obligations; interest; dividends; securities,

moneys 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 purse arrangements with any person; persons; firm or company having for its objects similar objects to those of this Company or any of them.

- (j) To borrow or raise money in such manner as the Company shall think fit; 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.
- (k) To draw; make; accept; endorse; discount; execute and issue promissory notes; bills of exchange, debentures; warrants and other negotiable documents.
- (l) To purchase; subscribe for; or otherwise acquire and hold shares; stock or other interests in; or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in 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.
- (n) 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.
- (o) 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.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or

the dependents or connections of such persons and to grant pensions and allowances to any such person.

- (q) To remunerate the Directors of the Company in any manner the Company may think fit; and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

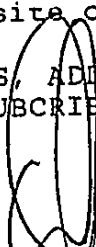
4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each; with power to increase or to 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


DANIEL CHARLES DWYER
50 Lincoln's Inn Fields
London
WC2A 3PF

LAW AGENT

ONE


DANIEL JOHN DWYER
50 Lincoln's Inn Fields
London
WC2A 3PF

LAW AGENT

ONE

DATED the 1st day of August 1983
WITNESS to the above Signatures:-

CAROLINE GADSBY
50 Lincoln's Inn Fields
London
WC2A 3PF

SECRETARY 

1755958/4

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

DECROMEX LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part I of Table "A" in the First Schedule to the Companies Act 1948 (as amended by The Companies Act 1980) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:- 22, 24, 58, 75, 79, 84(2); 84(4); 89; 90, 91 and 92.

PRIVATE COMPANY

3. The Company is a private Company within the meaning of the Companies Act 1980.

SHARES

4. (a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1980) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 14 of the Companies Act 1980.

(b) During the period of five years commencing with the date of incorporation the Directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine.

5. Section 17 of the Companies Act 1980 shall not apply to this Company.

D & D LAW AGENCY SERVICES LTD
50, LINCOLNS INN FIELDS
LONDON WC2A 3PF
TEL. 01-405 1082/7215

6. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

7. Section 45 of The Companies Act 1981 shall apply to this company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.

8. Sections 46 and 54 of the Companies Act 1981 shall apply to this Company.

TRANSFER OF SHARES

9. 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.

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

14. Subject to the provisions of the Companies Act 1948 to 1980 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SECRETARY

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976.

DIRECTORS

16. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 21 of the Companies Act 1976.

17. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

18. Subject to the provisions of Section 199 of the Companies Act 1948 and Sections 47 to 60 (inclusive) of

the Companies Act 1980 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

19. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 14 of the Companies Act 1980 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.

ALTERNATE DIRECTOR

20. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be in like manner removed by the person who appointed him.

INDEMNITY

21. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



DANIEL CHARLES DWYER
50 Lincoln's Inn Fields
London
WC2A 3PF

LAW AGENT

DANIEL JOHN DWYER
50 Lincoln's Inn Fields
London
WC2A 3PF

LAW AGENT

DATED the 1st day of August 1983
WITNESS to the above Signatures:-

CAROLINE GADSBY
50 Lincoln's Inn Fields,
London
WC2A 3PF

SECRETARY



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

Please do not write in this binding margin

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

* delete if inappropriate

Company number

1755958

Limited

Name of Company

DECROMEX

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

50 LINCOLN'S INN FIELDS

LONDON

WC2A 3PF

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

D & D LAW AGENCY SERVICES LIMITED

50 LINCOLN'S INN FIELDS

LONDON WC2A 3PF

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

Presentor's reference (if any):

D & D LAW AGENCY
SERVICES LIMITED
50 LINCOLN'S INN FIELDS
LONDON
WC2A 3PF

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)	DANIEL CHARLES DWYER	Business occupation	LAW AGENT
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	50 LINCOLN'S INN FIELDS	Date of birth (where applicable) (note 6)	N/A
	LONDON		
	WC2A 3PF		
Particulars of other directorships (note 5)	D & D LAW AGENCY SERVICES LIMITED		
	W. KYBERT & SON LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	Date 19.8.83.		

Name (note 2)	DANIEL JOHN DWYER	Business occupation	LAW AGENT
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	50 LINCOLN'S INN FIELDS	Date of birth (where applicable) (note 6)	N/A
	LONDON		
	WC2A 3PF		
Particulars of other directorships (note 5)	D & D LAW AGENCY SERVICES LIMITED		
	W. KYBERT & SON LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	Date 19.8.83.		

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)	DANIEL CHARLES DWYER
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	50 LINCOLN'S INN FIELDS
	LONDON
	WC2A 3PF
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 19.8.83.

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

Signature [Subscriber] [Agent] Date 19.8.83.

Signature [Subscriber] [Agent] Date 19.8.83.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1755958

I hereby certify that

DECROMEX 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 the Companies Registration Office,
Cardiff the

26TH SEPTEMBER 1983

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer

THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

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

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

Name of company

DECROMEX

1755958

Limited*

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

*delete if
inappropriate

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

Day	Month
3	1
0	8

31 March

Day Month

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

5 April

Day Month

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

31 December

Day Month

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

Signed K. Egan [Director][Secretary]† Date 19th December 1983

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

LANE & PARTNERS
46/47 Bloomsbury Square
London WC1A 2RU

Ref: QMPL/KSG

For official use
General section

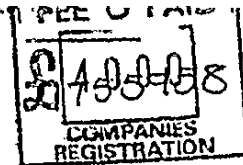
Post room



1755958

1/2

19.1.84



DECROMEX LIMITED

Written Resolutions of all the Shareholders pursuant to Article 14 of the Articles of Association.

1. It is hereby resolved as a Special Resolution that the name of the Company be changed to WD-40 Company Limited.

2. It is hereby resolved as a Special Resolution that the Memorandum of Association of the Company be modified by the deletion therefrom of the whole of Clause 3 and the substitution in lieu thereof of the following, namely:

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

(1) To carry on the business of the formulation, blending, and mixing of petroleum based materials and chemical products of liquid or solid form to produce a multipurpose maintenance product suitable for use as lubricant, rust preventative penetrant, moisture displacer and a wide variety of other similar purposes in a variety of applications, uses, and processes, the packaging of such materials in any form of container including bulk drum, cans, spray cans, aerosol containers and any other form of disposing unit and related research and development.

To carry on the business of warehousing, distributing, and all commercial activities connected with the operation of sales outlets throughout the world in connection with

1755958
WD-40 COMPANY LIMITED

Company can
the benefit of the Com.



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72.

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1/2
-19.1.84



DECROMEX LIMITED

Written Resolutions of all the Shareholders pursuant to Article 14 of the Articles of Association.

1. It is hereby resolved as a Special Resolution that the name of the Company be changed to WD-40 Company Limited.

2. It is hereby resolved as a Special Resolution that the Memorandum of Association of the Company be modified by the deletion therefrom of the whole of Clause 3 and the substitution in lieu thereof of the following, namely:

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

(1) To carry on the business of the formulation, blending, and mixing of petroleum based materials and chemical products of liquid or solid form to produce a multipurpose maintenance product suitable for use as lubricant, rust preventative penetrant, moisture displacer and a wide variety of other similar purposes in a variety of applications, uses, and processes, the packaging of such materials in any form of container including bulk drum, cans, spray cans, aerosol containers and any other form of disposing unit and related research and development.

(2) To carry on the business of warehousing, distributing, marketing, selling and all commercial activities connected with trading and the generation of sales outlets throughout the United Kingdom and the rest of the world in connection with any of the objects aforesaid.

(3) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.



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534872.

C.112

(4) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

(5) To improve, manage, develop, grant leases, licences and any other rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(6) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(7) To acquire and undertake the whole or any part of the business, property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on, or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.

(8) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.

(9) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.

(10) To lend money or give credit to such persons on such terms as may seem expedient.

(11) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

(12) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.

(13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(14) 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 to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.

(15) To establish and subsidise or subscribe money 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 or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.

(16) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which

the Company may think it desirable to obtain and to carry out, exercise and comply with the same.

(17) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting and procuring the underwriting of shares, debentures or other securities of the Company.

(18) To enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.

(19) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.

(20) To amalgamate with any other company.

(21) To dispose by any means of the whole or any part of the undertaking or property of the Company.

(22) To distribute any of the Company's property among the members in specie.

(23) To cause the Company to be registered or recognised in any part of the world.

(24) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or

otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.

(25) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that:-

(A) The word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body or persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and

(B) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company."

3. It is hereby resolved as an Ordinary Resolution that the authorised share capital of the Company be and is hereby increased from £100 to £50,000 by the addition thereto of £49,900 divided into 49,900 shares of £1 each ranking pari passu in all respects with the existing issued shares in the capital of the Company.

DATED

16th December 1983

Signed by:.....

L. S. [Signature]

Signed by:.....

R. [Signature]

Together being all the members of Decromex Limited

(D/J.3)

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1755958

12

I hereby certify that

DECROMEX LIMITED

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

WD-40 COMPANY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

25TH JANUARY 1984

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

THE COMPANIES ACTS 1948 TO 1981

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

116

1755958

Name of Company

DECROMEX

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 resolutionhereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special] resolution of the company dated 16th December, 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 49,900 beyond the registered capital of £ 100A 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:Please tick here if
continued overleaf*delete as
appropriate

Signed

[Director] [Secretary]† Date

19/12/83

Presentor's name, address and
reference (if any):LANE & PARTNERS
46/47 Bloomsbury Square
London WC1A 2RU

Ref: QMPL/KSG

For official use
General section

Post room



WD-40 COMPANY LIMITED

Written resolution signed by all the members of the Company pursuant to Article 14 of its Articles of Association.

RESOLVED that the authorised share capital of the Company be and is hereby increased from £50,000 to £500,000 by the addition thereto of £450,000 divided into 450,000 shares of £1 each ranking pari passu in all respects with the existing issued shares in the capital of the Company.

DATED 20th September 1984

Signed by Gerald D. O'Leary
duly authorised officer
of WD-40 Company

Signed by J.S. Barry
J.S. Barry

Together being all the members of WD-40 Company Limited.



(D/J.5)

9 AM

THE COMPANIES ACTS 1948 TO 1976

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

To the Registrar of Companies

For official use Company number

16

1755958

Name of Company

WD-40 COMPANY

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 [ordinary]
[extraordinary] [special] resolution of the company dated 20th September 1984
the nominal capital of the company has been increased by the addition thereto of the sum of
~~XXXXXX~~ £450,000 beyond the registered capital of ~~XXXXXX~~ £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
450,000	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: The new shares are to rank
pari passu in all respects with the existing issued shares in
the capital of the Company.

Please tick here if
continued overleaf+delete as
appropriate

Signed

[Director] [Secretary] Date 21. 9. 1984

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

LANE & PARTNERS,
46/47 Bloomsbury Square,
London WC1A 2RU.

(REF: KSG)

For official use
General section

Post room



Company Number 1755958

WD-40 COMPANY LIMITED

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS
(pursuant to S379A Companies Act 1985)

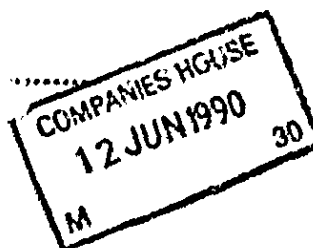
Passed *5 June* 1990

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 1061 Cudahy Place, San Diego, California on June 1990, the subjoined ELECTIVE RESOLUTIONS were duly passed, viz:-

- (i) That in pursuance of S.252, Companies Act 1985 (as amended by Companies Act 1989) the Company dispense with the laying of accounts and reports before general meeting this resolution to have effect in relation to the accounts and reports in respect of the current financial year and subsequent financial years of the Company;
- (ii) That in pursuance of S.366A Companies Act 1985 the Company dispense with the holding of Annual General Meetings with effect from 1st January 1991;
- (iii) That in pursuance of S.386 Companies Act 1985 (as amended by Companies Act 1989) the Company dispense with the annual appointment of auditors.

Signed

J S Barry
J S Barry
Chairman



(JM-5)