



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

[] [] [] [] [] []

2301810

Name of company

* PIRTEK (UK) LIMITED

Robert James Hillhouse

of 87, Baldwin Avenue, Eastbourne, East Sussex, BN21 4UL.

* insert full
name of Company

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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 43 FETTER LANE

LONDON

EC4A 1NA

the 19TH day of SEPTEMBER

One thousand nine hundred and EIGHTY-EIGHT

before me J. MOORMAN

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Declarant to sign below

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

For official Use

New Companies Section

Post room



Arthur Young

Rolls House, 7 Rolls Buildings, Fetter Lane, London EC4A 1NH



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

* insert full name
of company

* PIRTEK (UK) LIMITED

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

Unit 2, Hanover West Industrial Estate,	
Acton Lane,	
London,	
Postcode	NW10

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

☐

Postcode	

Number of continuation sheets attached (see note 1)

☐

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



Arthur Young

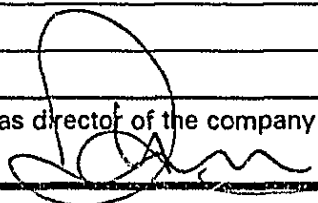
Rolls House, 7 Rolls Buildings, Fetter Lane, London EC4A 1NH

For official Use
General Section

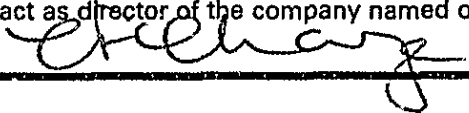
Post room

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Robert James Hillhouse		Business occupation Chartered Secretary	
Previous name(s) (note 3) None		Nationality	
Address (note 4) 87, Baldwin Avenue, Eastbourne, East Sussex.		British	
Postcode BN21 1UL		Date of birth (where applicable) (note 6) N/A	
Other directorships †			
None			
I consent to act as director of the company named on page 1			
Signature 		Date September 19, 1988	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) Colin Frederick Charge		Business occupation Chartered Secretary	
Previous name(s) (note 3) None		Nationality	
Address (note 4) 64, Tower Road, Epping, Essex,		British	
Postcode CM16 5EN		Date of birth (where applicable) (note 6) N/A	
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature 		Date September 19, 1988	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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write in
this margin

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legibly, preferably
in black type, or
bold block lettering

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 3 & 7)		Robert James Hillhouse			
Previous name(s) (note 3)				None	
Address (notes 4 & 7)				87, Baldwin Avenue, Eastbourne, East Sussex.	
				Postcode	BN21 1UL
I consent to act as secretary of the company named on page 1					
Signature				Date September 19, 1988	

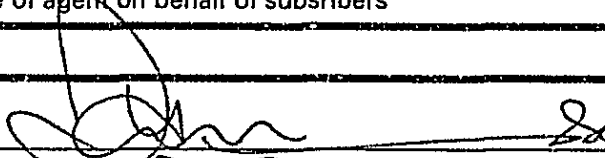
Name (notes 3 & 7)					
Previous name(s) (note 3)					
Address (notes 4 & 7)					
				Postcode	
I consent to act as secretary of the company named on page 1					
Signature				Date	

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
---	--	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed		Date September 19, 1988
Signed	et Charge	Date September 19, 1988
Signed		Date
Signed		Date
Signed		Date
Signed		Date

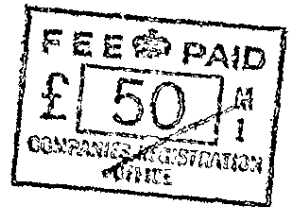
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PIRTEK (UK) LIMITED



2301810

1. The company's name is "PIRTEK (UK) LIMITED".
2. The company's registered office is to be situated in England.
3. The company's objects are:-

(A) To carry on all or any of the businesses of general engineers, designers, manufacturers, assemblers, maintainers, importers, exporters, repairers, installers, hirers, letters on hire, distributors and agents for the sale of, and dealers in industrial and engineering equipment, plant, machinery, appliances, components, accessories, tools, jigs, dies and fixtures of all kinds, electrical, electronics, motor, aeronautical, hydraulic, marine, computer and civil engineers, engineering consultants, production planners, prototype designers, draughtsmen, and technicians, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal foundries, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube and hose makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tanners, galvanisers, platers, painters, sprayers, plastic workers and moulders, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in vehicles, fittings, furnishings, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the company.

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(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 customers and others.

(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 736 of the Companies Act 1985, 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 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 736 of the Companies Act 1985, 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 arrangements 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, 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 company's share capital is £1,000,000 divided into 1,000,000 ordinary shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of shares
taken by each
subscriber

Robert James Hillhouse
87, Baldwin Avenue,
Eastbourne,
East Sussex, BN21 1UL.

One

Colin Frederick Charge,
64, Tower Road,
Epping,
Essex, CM16 5EN.

One

Total shares taken

Two

Dated the 19th day of September, 1988

Witness to the above signatures:-

Stephen Paul Doherty,
42, Vaughan Drive,
Church Milton,
Nr. Sittingbourne,
Kent,
ME10 2UA.

Stephen Doherty

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PIRTEK (UK) LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the company save in so far as they are excluded or varied hereby. Clauses 64, 73, 74, 75, 76, 77, 80, 95, 96, 97 and 98 of Table A shall not apply to the company, but (in addition to the remaining clauses of Table A) the following shall be the articles of association 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 initial share capital of the company is £1,000,000 divided into 1,000,000 ordinary shares of £1 each.

4. Section 89 (1) of the Companies Act 1985 shall not apply to any allotment of shares in the company.

5. The directors of the company are authorised to allot and dispose of or grant options over any relevant securities up to the maximum amount hereinafter laid down to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of the 1,000,000 ordinary shares of £1 each in the capital of the company at incorporation. The authority hereby conferred shall expire five years after the date of incorporation of the company unless renewed by the company in general meeting before the date on which it would otherwise have expired.

6. The lien conferred by clause 8 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

7. Clause 41 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

8. Unless and until the company in general meeting shall otherwise determine there shall be no limitation as to the number of directors. The quorum necessary for the transaction of business by the directors may be fixed by the directors, and unless so fixed shall be two; and a person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. 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.

9. The first director or directors of the company shall be the person or persons named in the statement delivered under section 10 of the Companies Act 1985.

10. 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 94 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

11. (A) Without prejudice to the powers of the company under section 303 of the Companies Act 1985 to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the company.

(B) The office of director shall be vacated:-

- (1) If by notice in writing to the company he resigns the office of director; or
- (2) If he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- (3) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally; or
- (4) If he is prohibited from being a director by an order made under any of the provisions of the Act; or
- (5) If he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (6) If he is removed from office under section 303 of the Companies Act 1985; or
- (7) If he is removed from office under clause 11(A) of these articles.

ROTATION OF DIRECTORS

12. The directors shall not be liable to retire by rotation and regulations 78, 79 and 84 of Table A shall be modified accordingly.

TRANSFER OF SHARES

13. (A) The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer which would otherwise be permitted under the succeeding provisions of this article if it is a transfer:-

- (1) of a share on which the company has a lien;
- (2) of a share to any infant, bankrupt or person of unsound mind.

The first sentence of clause 24 of Table A shall not apply to the company.

(B) Subject to paragraph (A) of this article, any shares may be transferred by a shareholder to any child or remoter issue, parent, brother, sister or spouse of that shareholder and any share of a deceased shareholder may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased shareholder and any shares standing in the name of a deceased shareholder may be transferred to the trustees of his will.

(C) Subject to paragraph (A) of this article any shares standing in the names of the trustees of the will of any deceased shareholder or of a settlement created by a shareholder or deceased shareholder may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such shareholder or deceased shareholder would have been entitled to transfer the same.

(D) Save as aforesaid, no share shall be transferred otherwise than in accordance with the following provisions:-

- (1) If a shareholder dies, is adjudicated bankrupt, goes into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation) or has a receiver appointed of the whole or any part of its assets such shareholders's personal representatives, trustee in bankruptcy, liquidator or receiver as the case may be shall forthwith offer to the remaining shareholders all the shares in the company held by such shareholder in accordance with the remaining provisions of this clause.
- (2) If any shareholder shall desire to transfer any of his shares in the company he (the "Transferor") shall give notice thereof in writing (a "Sale Notice") to the board of directors of the company (the

"Board") and no Sale Notice shall relate to more than one class of shares. Subject as hereinafter mentioned, a Sale Notice shall constitute the company the Transferor's agent for the sale of the share or shares specified therein (the "Sale Shares") in one or more lots at the discretion of the Board to the holder or holders of the shares at the Fair Value (as hereinafter defined). The "Fair Value" shall be the price per share certified in the Sale Notice by the Transferor to be the price which the Transferor has been offered for the Sale Shares by an unconnected third party or if no such price be specified or if the Board reasonably considers that such price is not a bona fide offer from an unconnected third party it shall be the price which an accountant nominated by agreement between the Transferor and the company or, in default of such agreement, by the President for the time being of the Institute of Chartered Accountants in England and Wales, shall by writing under his hand certify to be in his opinion the fair value thereof as between a willing seller and a willing buyer (ignoring the fact, if that be the case, that the Sale Shares constitute a minority interest). Such accountant shall act as expert and not as arbitrator in so certifying and his decision shall be final. The Sale Notice may contain a provision that unless all or not less than a specified number of the Sale Shares are sold by the company pursuant to this clause then none shall be sold and any such provision shall be binding on the company.

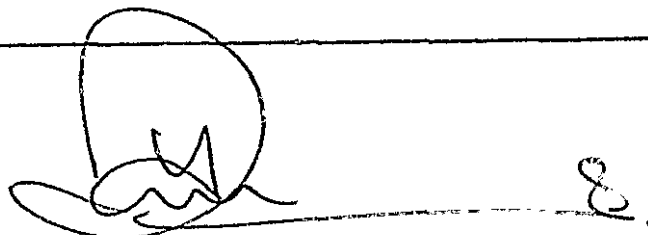
- (3) If an accountant is asked to certify the Fair Value as aforesaid, his certificate shall be delivered to the company and as soon as the company receives the certificate it shall furnish a certified copy thereof to the Transferor and the Transferor shall be entitled, within ten days of the service upon him of the said certified copy, to cancel the company's authority to sell the Sale Shares. The cost of obtaining the certificate shall be borne by the company unless the Transferor shall give notice of cancellation as aforesaid, in which case he shall bear the said cost.
- (4) Upon the Fair Value being fixed aforesaid and provided the Transferor shall not give notice of cancellation as aforesaid the Board shall on behalf of the Transferor offer all the Sale Shares to the holders of the other shares of the same class (the "Class shareholders") in the proportion vis-a-vis each other in which they then hold shares of the relevant class in the company requesting a reply within fourteen days (the "First Period") as to the number of the Sale Shares they are willing to purchase at the Fair Value.
- (5) If within the First Period at least one but not all the Class Shareholders shall have indicated his willingness to purchase such Sale Shares the Board shall offer those Sale Shares not accepted to the Class Shareholders who have accepted in the proportion vis-a-vis each other if more than one in which they currently hold shares of the relevant class in the company requesting a reply within fourteen days (the "Second Period") as to the further number of Sale Shares they are willing to purchase at the Fair Value.
- (6) If within the First Period none of the Class Shareholders shall have indicated his willingness to purchase any of the Sale Shares or if within the Second Period Class Shareholders shall not have indicated their willingness to purchase all of the Sale Shares then the Board shall on behalf of the Transferor offer all the Sale Shares or the balance (as the case may be) to the holders of other classes of

share (the "Other Shareholders") in the proportion vis-a-vis each other in which they then hold shares in the company requesting a reply within fourteen days as to the number of Sale Shares they are willing to purchase at the Fair Value.

- (7) If within the said period of fourteen days at least one but not all the remaining shareholders shall have indicated his willingness to purchase such shares the Board shall offer those shares not accepted to the shareholder or shareholders who have accepted in the proportion vis-a-vis each other if more than one in which they currently hold shares in the company requesting a reply within fourteen days as to the further number of shares they are willing to purchase at the Fair Value.
- (8) Those shareholders who shall have offered to purchase shares shall be bound to complete the purchase within seven days of the Company requiring them by written notice to do so. Notice of the finding of a shareholder or shareholders willing to purchase shall be given to the Transferor who shall be bound on payment of the Fair Value to transfer the shares to that shareholder or those shareholders. If the Transferor fails to complete the transfer the Board may authorise any person to transfer the shares on behalf of the Transferor to the shareholder or shareholders in question and may receive the purchase money and register the shareholder or shareholders as holder or holders of the shares issuing to him or them a certificate or certificates therefor. The Transferor shall deliver up his certificate or certificates to the Board and shall thereupon (but not before) be paid the purchase money.
- (9) If none or not all of the shares comprised in the Sale Notice are purchased in accordance with the preceding provisions all of them or the balance (as the case may be) may subject to the Board's discretion to decline to register any transfer or shares and subject to the provisions of sub-clause (10) hereof be sold by the Transferor at any time within six months after the date of the Sale Notice at a price not less than the Fair Value. If after the lapse of the said period of six months the Transferor still wishes to sell any or all of the shares comprised in the Sale Notice and not disposed of in accordance with the preceding provisions he shall re-offer them in accordance therewith.
- (10) In the event of the Transferor disposing of shares to a person not a shareholder the Board or the remaining shareholders or any of them may require the Transferor before the transfer of such shares is registered to procure from the person to whom it is intended that such shares be transferred (the "Transferee")
 - (i) an acknowledgement by the Transferee under seal and in a form to be approved by the Board and the remaining shareholders of the Transferee's acceptance of the terms and conditions of this article as binding upon the Transferee;
 - (ii) an agreement on the part of the Transferee under seal and in a form to be approved by the Board and the remaining shareholders to the assignment to the Transferee of all amounts owed by the Company to the Transferor and/or as the case may be of liability under all guarantees given by the Transferor in respect of the company's liabilities.

NAMES AND ADDRESSES OF SUBSCRIBERS

Robert James Hillhouse
87, Baldwin Avenue,
Eastbourne,
East Sussex,
BN21 1UL.



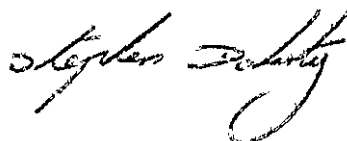
Colin Frederick Charge,
64, Tower Road,
Epping,
Essex,
CM16 5EN.



Dated the 19th day of September, 1988

Witness to the above signatures:-

Stephen Paul Doherty,
42, Vaughan Drive,
Church Milton,
Nr. Sittingbourne,
Kent,
ME10 2UA.



FILE COPY



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


No. 2301810

I hereby certify that

PIRTEK (UK) LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 3 OCTOBER 1988


Mrs E. OWEN

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use

Company number

2301810

Name of company

• **PIRTEK (UK) LIMITED**

gives notice that the 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:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	0	0	4
---	---	---	---

5 April
Day Month

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

30 June
Day Month

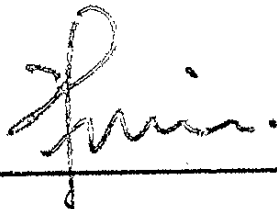
3	0	0	6
---	---	---	---

31 December
Day Month

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

Delete as
appropriate

Signed



[Director] [Secretary] Date October 3, 1985

Presenter's name address and
reference (if any)

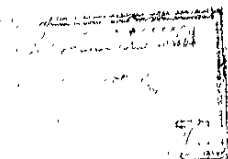


Arthur Young

Rolls House, 7 Rolls Buildings, Fetter Lane, London EC4A 1NH

For official use
General Section

Post room



Company No:2301810

**Special
Resolution**

The Companies Act 1985
Private Company Limited by Shares

of PIRTEK (UK) LIMITED



At an Extraordinary General Meeting of the above-named Company

duly convened and held at Unit 12, Manover West Industrial Estate,
161 Acton Lane
on 26th June 1989

the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:

PIRTEK (PARK ROYAL) LIMITED

Director

Stanley Davis Company Services Limited
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 01-250 3350 Telex 21557-Davis G Fax 01-608 0857
LDE Box No. 274

110001E250454
227140

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2301810

I hereby certify that

PIRTEK (UK) LIMITED

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

PIRTEK (PARK ROYAL) LIMITED

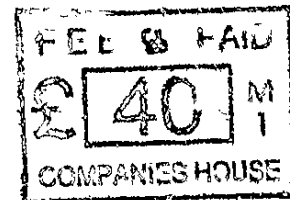
Given under my hand at the Companies Registration Office,
Cardiff the 11 AUGUST 1989

M. Rose
M. ROSE

an authorised officer

Company Number: 2301810

The Companies Act 1985
Private Company Limited by Shares



**SPECIAL
RESOLUTION**

of

PIRTEK (PARK ROYAL) LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at Unit 12, Hanover West Industrial Estate, 161 Acton Lane,
on September 28th 1989 London, NW10 7NB

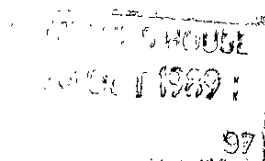
the following SPECIAL RESOLUTION was duly passed, viz:

RESOLUTION

THAT the Name of the Company be changed to:

PIRTEK (UK) LIMITED

CHAIRMAN
F. Petrie



Lloyds 590691

21670 P37.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2301810

I hereby certify that

PIRTEK (PARK ROYAL) LIMITED

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

PIRTEK (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 OCTOBER 1989

R. J. Jones
Registrar General

an authorised officer

**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

--	--	--	--	--	--

2304810

Name of company

* PIRTEK (UK) LIMITED

* Insert full name of company

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:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

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

† delete as appropriate

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	9	0
---	---	---	---	---	---	---	---

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 _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date

27.3.1990

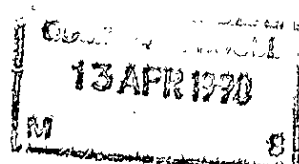
Presenter's name address and reference (if any):

INGHAMS
CHARTERED ACCOUNTANTS
ROBERTS HOUSE
2 MANOR ROAD
RUISLIP MDDX HA4 7LA
PHONE 089-56 78211

For official Use

General Section

Post room



Stanley Davis (Company Services) Limited

Incorporated in England and Wales

124 128 City Road London EC1A 1ET
Telephone 01 254 3350 Telex 250 1450 LKS
LKS Box No 275



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF PRIVATE COMPANY
AS A PUBLIC COMPANY

No 2301810

I hereby certify that

PIRTEK (UK) LIMITED

formerly registered as a private company has this day
been re-registered under the Companies Act 1985 as a
public company under the name of

PIRTEK (UK) plc

and that the company is limited

Given under my hand at Cardiff the 8th November 1994



J. C. Spear
An Authorised Officer



REES POLLOCK

Chartered Accountants

7 Pilgrim Street
London EC4W 6DR
Telephone 071 320 6444
Fax 071 320 6404

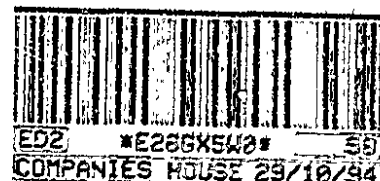
**STATEMENT UNDER SECTION 43(3)(B) OF THE AUDITORS TO THE DIRECTORS OF
PIRTEK (UK) LIMITED**

We have examined the balance sheet of Pirtek (UK) Limited at April 2, 1994 which formed part of the accounts for the year then ended audited by us. The scope of our work for the purpose of this statement was limited to an examination of the relationship of amounts stated in the audited balance sheet in connection with the company's proposed re-registration as a public company.

In our opinion the balance sheet shows that at April 2, 1994 the amount of the company's net assets was not less than the aggregate of its called-up share capital and undistributable reserves as defined in section 264 of the Companies Act 1985.

Rees Pollock
Chartered Accountants
Registered Auditor

October 28, 1994





COMPANIES FORM No. 43(3)

**Application by a private
company for re-registration
as a public company**

43(3)

Please do not
write in
this margin

Pursuant to section 43(3) 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 1 1

2301810

Name of company

* insert existing full
name of company

PIRTEK (UK) LIMITED

o insert full name of
company amended
to make it appropriate
for this company as
a public limited
company

applies to be re-registered as a public company by the name of o

PIRTEK (UK) plc

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e))
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

§ delete if section 44
of the Act does not
apply

~~[5 Copy of any valuation report.]§~~

† delete as
appropriate

Signed

Jim

[Director][Secretary]† Date 31. 10. 94

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

Osborne Clarke
30 Queen Charlotte Street
Bristol BS99 7QQ
Ref: JOSM/172856

For official Use
General Section

Post room

RBS £20

001133



Pirtek (UK) Limited

**Balance sheet at April 2, 1994
for the purposes of re-registration
as a public company under s43(3)(b)
of the Companies Act 1985**

**Rees Pollock
Chartered Accountants**



PIRTEK (UK) LIMITED

BALANCE SHEET AS AT APRIL 2, 1994

	Notes	£	1994 £
Fixed assets			
Tangible assets	2		195,013
Current assets			
Stocks	3	296,182	
Debtors	4	1,200,995	
Cash at bank and in hand		402	

		1,497,579	
Creditors: amounts falling due within one year	5	1,279,883	

Net current assets			217,696

Total assets less current liabilities			412,709
Creditors: amounts falling due after more than one year	6		72,160

			£340,549
			=====
Capital and reserves			
Called up share capital	8		150,000
Profit and loss account			190,549

			£340,549
			=====

PIRTEK (UK) LIMITED

NOTES TO THE ACCOUNTS AT APRIL 2, 1994

1. Accounting policies

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable Accounting Standards.

Depreciation

Depreciation is provided on all tangible assets at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life

Motor vehicles	-	4 years
Plant and machinery	-	5 years
Fixtures and fittings	-	5 years

Stocks

Stocks are stated at the lower of cost incurred in bringing each product to its present location and condition, and net realisable value as follows:

Raw materials and goods for resale - purchase cost on a first in, first out basis

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Deferred taxation

Deferred taxation is provided on the liability method on all timing differences which are expected to reverse in the foreseeable future, calculated at the rate at which it is estimated that tax will be payable.

Deferred expenditure

Expenditure relating to the development of the Franchising concept is carried forward where it is considered recoverable against future revenues from new Franchises, and is amortised in line with those revenues.

Leasing and hire purchase commitments

Assets obtained under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives.

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis.

PIRTEK (UK) LIMITED

NOTES TO THE ACCOUNTS AT APRIL 2, 1994

(continued)

2. Tangible fixed assets

	Leasehold improvements, fixtures and fittings £	Motor vehicles £	Plant and machinery £	Total £
Cost:				
At April 2, 1994	£112,917 =====	£113,632 =====	£44,818 =====	£271,367 =====
Depreciation:				
At April 2, 1994	£21,078 =====	£38,453 =====	£16,823 =====	£76,354 =====
Net book value:				
At April 2, 1994	£91,839 =====	£75,179 =====	£27,995 =====	£195,013 =====

Included in the net book value are amounts relating to assets held under hire purchase and finance leases as follows:

	1994 £
Motor vehicles	74,779
Plant and machinery	6,047
Fixtures and fittings	17,437
	=====

PIRTEK (UK) LIMITED

NOTES TO THE ACCOUNTS AT APRIL 2, 1994
(continued)

3. Stocks

	1994 £
Raw materials and goods for sale	£296,182 =====

4. Debtors

	1994 £
Trade debtors	1,006,087
Other debtors	152,130
Prepayments and accrued income	36,778
Deferred expenditure	-

	1,200,995 =====

5. Creditors: amounts falling due within one year

	1994 £
Bank overdraft	39,925
Obligations under finance leases and hire purchase contracts (Note 7)	37,884
Trade creditors	973,612
Current corporation tax	61,000
Other taxes and social security costs	77,015
Other creditors	-
Accruals and deferred income	90,447

	£1,279,883 =====

The overdraft is secured by a fixed and floating charge over the company's assets.

PIRTEK (UK) LIMITED

NOTES TO THE ACCOUNTS AT APRIL 2, 1994
(continued)

6. Creditors: amounts falling due after more than one year

	1994 £
Obligations under finance leases and hire purchase contracts (Note 7)	27,160
Loan	45,000

	72,160
	=====

The loan is from the directors, is interest free and has no fixed date for repayment.

7. Obligations under finance leases

The maturity of these amounts is as follows:

	1994 £
Amounts payable:	
Within one year	47,781
In the second to fifth years inclusive	33,119

	80,900
Less: Finance charges allocated to future periods	(15,856)

	£65,044
	=====

Finance leases are analysed as follows:

Current obligations	37,884
Non-current obligations	27,160

	£65,044
	=====

8. Share capital

	Authorised 1994 No.	Allotted, called up and fully paid 1994 £
Ordinary shares of £1 each	1,000,000	150,000
	=====	=====

**REES POLLOCK**

Chartered Accountants

7 Pilgrim Street
London EC4V 6DR
Telephone 071 329 6401
Fax 071 329 6409

**REPORT OF THE AUDITORS TO THE
MEMBERS OF PIRTEK (UK) LIMITED**

We have audited the accounts on pages 5 to 13 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on pages 2 and 3 the company's directors are responsible for the preparation of the audited accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company at April 2, 1994 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Rees Pollock
Chartered Accountants
Registered Auditor

July 4, 1994



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

PIRTEK (UK) LIMITED

(passed on 26 October, 1994)

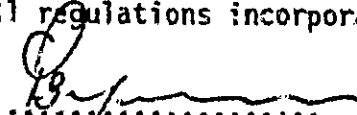
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 59 Seven Hills Road North, Seven Hills, New South Wales, 2147 Australia on 26 October, 1994 the following Resolutions were duly passed as Special Resolutions of the Company:-

RESOLUTIONS

1. THAT the Company be re-registered as a public company in accordance with the provisions of Section 43 of the Companies Act 1985 and that:-
 - (a) the name of the Company be changed to "PIRTEK (UK) plc"; and
 - (b) the Memorandum of Association of the Company be altered by:-
 - i) deleting Clause 1 and inserting in substitution therefor:
"1. The Name of the Company is PIRTEK (UK) plc";
 - ii) inserting as new Clause 2:
"2. The Company is to be a public company";
and
 - iii) re-numbering the present Clauses 2 to 5 as Clauses 3 to 6 respectively.
2. THAT
 - (a) the draft objects clauses contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby approved in substitution for the existing Clause 3 of the Memorandum of Association of the Company;
 - (b) the regulations contained in the printed documents submitted to this Meeting headed "new Articles of Association" and for the purpose of identification signed by the Chairman of the Meeting be and they are hereby approved and adopted as the Articles of Association of the



Company in substitution for and to the exclusion of all existing
Articles of the Company and all regulations incorporated therein.


.....
Chairman



COMPANIES FORM No. 43(3)(e)

**Declaration of compliance
with requirements by a
private company on application
for re-registration as a public
company**

43(3)(e)

Please do not
write in this margin

Pursuant to section 43(3)(e) 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

□ □ □ □

2301810

Name of company

* insert full name
of company

* **PIRTEK (UK) LIMITED**

I, **FORBES URQUHART PETRIE**

of **90 Richmond Hill**

Richmond

Surrey TW10 6ES

† delete as
appropriate

§ insert date

~~the secretary~~ [a director]† of the company, do solemnly and sincerely declare that:

- 1 the company, on 26 October 1994 §, passed a special resolution
that the company should be re-registered as a public company;
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;
3 between the balance sheet date and the application for re-registration, there has been no change in
the company's financial position that has resulted in the amount of its net assets becoming less than
the aggregate of its called-up share capital and undistributable reserves.

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 Saen Hills NSW

Declarant to sign below

the 31st day of OCTOBER

One thousand nine hundred and Ninety Four

Forbes Urquhart Petrie

before me Gregory H. J.P.

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

Osborne Clarke
30 Queen Charlotte Street
Bristol BS99 7QQ
Ref: JOSM/172856

For official Use

General Section

Post room



ED2 *E26GT5WW* 54
COMPANIES HOUSE 29/10/94

Jordan & Sons Limited

Jordan & Sons Limited

21 St Thomas Street Bristol BS1 6JS Tel 0212 233880 Telex 449419

Company No: 2301810

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Fin.

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

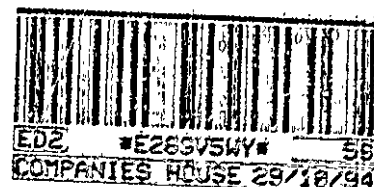
PIRTEK (UK) plc

Incorporated the 3 day of October 1988

(As adopted by Special Resolution passed on 26 October 1994)

OSBORNE CLARKE
30 Queen Charlotte Street
Bristol
BS99 7QQ

Ref: JOSM



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

PIRTEK (UK) plc

1. The Company's name is PIRTEK (UK) plc.
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England.
4. The Company's objects are:-
 - (A) To carry on all or any of the businesses of general engineers, designers, manufacturers, assemblers, maintainers, importers, exporters, repairers, installers, hirers, letters on hire, distributors and agents for the sale of, and dealers in industrial and engineering equipment, plant, machinery, appliances, components, accessories, tools, jigs, dies and fixtures of all kinds, electrical, electronics, motor, aeronautical, hydraulic, marine, computer and civil engineers, engineering consultants, production planners, prototype designers, draughtsmen, and technicians, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal foundries, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wire drawers, tube and hose makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tinnery, galvanisers, platers, painters, sprayers, plastic workers and moulders, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in vehicles, fittings, furnishings, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the company.
 - (B) To carry on any other trade or business whatsoever which can be advantageously carried on by the Company in connection with or as ancillary to any of the businesses or objects of the Company.
 - (C) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, bonds and other instruments and securities, whether negotiable or otherwise.
 - (D) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with, shares, bonds, obligations, or any other securities or units whatsoever of any company, fund, trust, business, undertaking or other entity and any options or other rights in respect thereof, and to buy and sell foreign exchange.

- (E) To acquire and assume for any estate or interest and to take options over, construct, develop, turn to account, exploit and deal with any property, real or personal, and rights of any kind.
- (F) To purchase, acquire, undertake or assume the whole or any part of the business, undertaking, goodwill, assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company carries on or is authorised to carry on or which is possessed of or entitled to any property or rights of whatsoever nature which may be thought advantageous to, or suitable for the purposes of, the Company.
- (G) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of all or any part of the undertaking, property and assets both present and future of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for shares or any other securities whatsoever, whether fully or partly paid up.
- (H) To amalgamate or enter into partnership or any profit sharing or joint venture arrangement or association with, and to co-operate or participate in any way with, and assist or subsidise any person, company, firm or other entity whatsoever.
- (I) To co-ordinate, manage, finance, subsidise or otherwise assist any company or companies or other organisations or entities in which the Company is a member or participant or in which the Company otherwise has any direct or indirect interest and to provide for them administrative, executive, managerial, secretarial and other services and generally otherwise to carry on business as a holding company.
- (J) To apply for and take out, purchase or otherwise acquire any trade or service marks or names, designs, patents, patent rights, copyright, inventions, secret processes or formulae and any other intellectual property rights of any kind and to carry out experiments and research work in connection therewith and to protect, maintain, develop, exploit, turn to account and deal with the same.
- (K) To borrow and raise money and to secure or discharge any debt or obligation in any manner whatsoever and, in particular, by mortgages of or charges upon all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company or by the creation and issue of securities of any description.
- (L) To lend, advance or deposit money or give or provide credit or any other form of financial accommodation to any person, firm, company or other entity whatsoever and whether with or without security and otherwise on such terms as may be thought fit.
- (M) To invest all moneys of the Company not immediately required in such manner as may be thought fit and to hold, dispose of and otherwise deal with any investments so made.
- (N) To enter into any guarantee, contract of indemnity or suretyship or to provide security, with or without consideration, whether 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 any other method or in any other manner, for the performance of any obligations or

commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, firm, company or other entity including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or which is otherwise associated with the Company.

- (O) To promote or join in the promotion of any company, firm or other entity whatsoever whether or not carrying on a business or having objects similar to those of the Company.
- (P) To promote and apply for any Act of Parliament, statutory instrument, order, licence or other authority for the purposes of effecting any modification to the Company's constitution or for any other purpose whatsoever which may be intended or calculated, directly or indirectly, to promote the Company's interests or to enable it to carry into effect any of its objects.
- (Q) To enter into any agreement or arrangement with any government or governmental or other regulatory authority or person which may seem conducive to the attainment or implementation of the Company's objects or any of them and to obtain any orders, rights, privileges, franchises, and concessions and to carry out, enjoy, exercise and comply with the same.
- (R) To pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company or to enter into any agreement for the same, and including the payment of commission or other remuneration or reward to any person for underwriting, placing, selling, subscribing or otherwise assisting in the issue of any securities of the Company or in or about its formation.
- (S) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (T) To the extent permitted by law, to give any form of financial assistance (as defined in Section 152 of the Companies Act 1985), directly or indirectly, for the purpose of, or in connection with, any acquisition or proposed acquisition of shares in the Company and/or any reduction or discharge of a liability incurred by any person for the purpose of such an acquisition.
- (U) To support and to subscribe or guarantee the payment of any money or transfer of any property whatsoever, to any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely, directly or indirectly, to further the interests of the Company or of its members.
- (V) To establish, maintain and/or contribute to any pension, superannuation, death benefits, funds or schemes for the benefit of, and to give, award, or procure the giving or awarding, of donations, pensions, gratuities, allowances, annuities, emoluments or other benefits whatsoever to any persons who are or have at any time been in the employment or service of the Company or of any company which is its holding company or which is a subsidiary of either the Company or any such holding company or of any company which is otherwise allied to or associated with the Company, or who are or have at any time been Directors or officers (or held

comparable or equivalent offices) of the Company or of any such other company, and also to the wives, widows, families and dependants of any such persons; to establish, subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit all or any such persons; to make payments for or towards the insurance of any such persons; to establish, support and maintain any form of profit-sharing, share purchase, share incentive, share option or employees' share scheme for any such persons and to lend money to any persons eligible to participate therein or benefit therefrom (or to trustees on their behalf) for the purposes of or in connection with the operation and enjoyment of any such scheme.

- (W) To distribute amongst the members of the Company, in specie or otherwise, all or any part of the property, undertaking or assets of the Company.
- (X) To do all or any of the things and matters aforesaid in any part of the world, either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, intermediaries, subsidiary companies or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- (1) none of the objects set out above in this Clause shall be restrictively construed but the widest interpretation shall be given to each such object which shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other object set out above;
 - (2) none of the sub-clauses of this Clause shall be construed as being subsidiary or ancillary to any of the objects specified in any other sub-clause and the same shall each be construed as if they constituted the objects of a separate, distinct and independent company;
 - (3) the word "company" in this Clause, except where used in reference to the Company shall include any partnership or other body of persons, whether incorporated or not, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere. The word "person" shall include any company as well as any legal or natural person and the words "and" and "or" shall also mean "and/or" where the context so permits.
5. The liability of the Members is limited.
6. The share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

NUMBER OF SHARES TO BE
TAKEN BY EACH SUBSCRIBER

Robert James Hillhouse
87 Baldwin Avenue
Eastbourne
East Sussex BN21 1UL

One

Colin Frederick
64 Tower Road
Epping
Essex CM16 5EN

One

Total Shares taken

TWO

DATED the 19th day of September 1988

WITNESS to the above Signatures:-

Stephen Paul Doherty
42 Vaughan Drive
Church Milton
Sittingbourne
KENT ME10 2UA

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by special resolution on 26 October 1994)

of

PIRTEK (UK) plc

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- (c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of

the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

- (d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.
- (e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

CALLS ON SHARES AND FORFEITURE

- 3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

PRE-EMPTION PROVISIONS ON TRANSFERS OF SHARES

- 4. (a) The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is fully paid provided that the Board shall, subject to Regulation 24, be obliged to register the transfer if it is one falling within paragraph (B) of this Article or is made in accordance in all respects with the provisions of paragraph (C) of this Article.
- (b) (1) A transfer of any share may be made by a Member:-
 - (i) to any member of his family;
 - (ii) to any other Member;
 - (iii) to any person or persons in their capacity as trustee or trustees of a trust (whether arising under a settlement, declaration of trust or other instrument or under a testamentary disposition or on an intestacy) under which no immediate beneficial interest under the trust is for the time being vested in any person other than that Member and/or any member or members of his family;
 - (iv) being a body corporate, to any other body corporate which is its wholly owned subsidiary or of which it is a wholly owned subsidiary or which is a wholly owned subsidiary of a body corporate of which it is also a wholly owned subsidiary.
- (2) Where any transfer has been made by a Member to a trustee or trustees pursuant to sub-paragraph (1)(iii) hereof, then such shares may be further transferred as follows:-
 - (a) on any change of trustees, to the new trustees

- (b) pursuant to the terms of the trust or in consequence of the exercise of any power or discretion vested in the trustee or trustees thereof or any other person, to the trustee or trustees for the time being of any other trust falling within sub-paragraph (1)(iii) in relation to that Member
 - (c) on the total or partial termination of or pursuant to the terms of the trust or in consequence of the exercise of any such power or discretion as aforesaid, to the Member and/or any member or members of his family.
 - (3) For the purposes of this paragraph (B), a member of the family of any Member shall mean the husband or wife of that Member and all lineal descendants or ascendants in direct line of that Member and any brother or sister of that Member and their respective lineal descendants or ascendants in direct line and for the purposes aforesaid, a step-child or adopted child or illegitimate child shall be deemed to be a lineal descendant or ascendant in direct line.
- (c) (i) Except in the case of a transfer falling within paragraph (B) of this Article, any person (hereinafter referred to as "the proposing transferor") proposing to transfer the legal or beneficial interest in any shares shall give notice in writing (hereinafter referred to as "the transfer notice") to the Company of his desire to transfer the same. The transfer notice shall also specify whether or not acceptance of any offers from Members for such shares made pursuant to sub-paragraphs (iv) and (vi) below shall be conditional upon offers being received for the whole of the shares specified in the transfer notice. In the absence of any specification to the contrary, it shall be presumed that acceptance will not be subject to any such condition.
- (ii) The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares comprised therein at such price as may be agreed between the Company and the proposing transferor or failing agreement within fourteen days of service of the transfer notice, such price as may be certified by the auditors for the time being of the Company, to represent the fair value thereof (such price in either case being hereinafter referred to as "the Prescribed Price"). The auditors shall, in so certifying, act as experts and not as arbitrators and their decision as to the fair value of the shares shall be final and binding.
- (iii) A transfer notice shall not relate to more than one class of shares and shall not, once given, be revocable without the consent of the Board unless the auditors have been asked to certify the Prescribed Price as aforesaid in which event the proposing transferor may revoke the transfer notice within seven days of receipt of such certification. The costs of the auditors shall be borne by the Company unless the proposing transferor revokes the transfer notice as aforesaid in which case the costs shall be borne by the proposing transferor.
- (iv) Within seven days after the Prescribed Price shall have been fixed as mentioned in sub-paragraph (ii) above or after the

seven days referred to in sub-paragraph (iii) above have expired (as the case may be), the Board shall give notice to all the Members (other than the proposing transferor) holding shares of the same class as the shares comprised in the transfer notice of the number and price of those shares, and shall invite each of them to state in writing within twenty-one days after the date of the notice whether he is willing to purchase any and if so what maximum number of the said shares. The notice must also state whether or not acceptance of any offers made pursuant to such invitations will be conditional upon offers being received for the whole of the shares which are comprised in the transfer notice.

(v) If within the period of twenty-one days mentioned in sub-paragraph (iv) above Members to whom the notice therein mentioned was given have expressed their willingness to purchase all the shares comprised in the transfer notice the Board shall allocate those shares among those Members so far as may be pro rata to their existing shareholdings, subject to the limitation that no Member shall be under any obligation to purchase more than the maximum number of shares which he himself has notified as being willing to purchase. As soon as such allocation has been made and provided that such allocation comprises all the shares to which the transfer notice relates (but not otherwise), the proposing transferor shall be bound, on payment of the price, to transfer those shares to the purchaser or respective purchasers thereof, and if he shall make default in so doing the Board shall receive and give a good discharge for the purchase money on behalf of the proposing transferor and shall authorise some person (who shall be deemed to be the attorney of the proposing transferor for that purpose) to execute in favour of the purchaser or respective purchasers a transfer or transfers of the shares allocated to him or them and shall enter his or their names in the Register of Members as the holder or holders of those shares.

(vi) If within the period of twenty-one days mentioned in sub-paragraph (iv) above Members to whom the notice therein mentioned was given shall have expressed their willingness to purchase part only of the shares comprised in the transfer notice or no such Member shall have expressed his willingness to purchase any of those shares the Board shall within seven days after the expiration of that period give notice to all the Members (including the Members referred to in sub-paragraph (iv) above but excluding the proposing transferor) in the manner provided in sub-paragraph (iv) above and the provisions of sub-paragraphs (iv) and (v) above shall apply mutatis mutandis to such notice.

(vii) If within the period referred to in any notice pursuant to sub-paragraph (vi) above Members to whom the notice therein mentioned was given shall have expressed their willingness to purchase part only of the shares comprised in the transfer notice or no Member shall have expressed his willingness to purchase any of those shares, then:-

(a) unless the transfer notice is conditional upon offers being received from Members for the whole of the shares

comprised therein, the provisions of sub-paragraph (v) above shall apply mutatis mutandis to all the shares comprised in the transfer notice which the Members have expressed a willingness to purchase; and

- (b) for a further period of three months from the expiration of the said period the proposing transferor shall be entitled to transfer to any person all or any of the shares to which the transfer notice relates (but where sub-paragraph (a) hereof applies, excluding any such shares which the Members have expressed a willingness to purchase) at a price not lower than the Prescribed Price and on terms not more favourable than those offered in the transfer notice.

- (D) (i) If any person (other than a person as is referred to in paragraph (B) of this Article) shall become entitled to any shares by reason of the death or bankruptcy of any Member or otherwise by transmission or operation of law he shall forthwith give to the Company notice in writing to that effect, and if that person shall fail to give such notice the Board may give the notice on his behalf.

- (ii) All the foregoing provisions of paragraph (C) of this Article in relation to a transfer notice and the procedure to be adopted following the service of such a notice shall apply mutatis mutandis to a notice given pursuant to sub-paragraph (i) hereof provided however that there shall be no right pursuant to sub-paragraph (C) (iii) of this Article to cancel the Board's authority to sell any of the shares and the transfer notice shall not be conditional upon offers being received from Members in respect of all or any particular number of the shares comprised therein.

- (iii) If any shares to which any person has become entitled on death or bankruptcy of any Member or otherwise as aforesaid shall not be sold pursuant to sub-paragraph (ii) above, then after the expiration of the period during which such shares might have been purchased by a Member or Members pursuant thereto such person shall, upon such evidence being produced as may from time to time be required by the Board, have the right to elect either to be registered himself as the holder of the shares in question or to have some person nominated by him registered as the transferee thereof, but in either case the Board shall have the same right to refuse or suspend registration as they would have had in the case of a transfer of the shares in question by the former Member.

Regulation 30 shall not apply to the Company and Regulations 29 and 31 shall be modified accordingly.

- (E) Where any transfer has been made by a Member to a trustee or trustees pursuant to paragraph (B) of this Article, if the trust concerned at any time ceases to comply with the terms of sub-paragraph (B) (1) (iii) of this Article or if the trustees thereof cease to hold the shares in their capacity as such, then,

except in circumstances where a transfer is made forthwith pursuant to the terms of sub-paragraph (B) (2) of this Article, the trustee or trustees shall forthwith give to the Company notice in writing to that effect and in the event of any failure to do so, the Board may give the notice on their behalf. All the provisions of paragraph (C) of this Article in relation to a transfer notice and the procedure to be adopted following the service of such a notice shall mutatis mutandis apply to any notice given under this sub-paragraph provided however that there shall be no right pursuant to paragraph (C) (iii) of this Article to cancel the Board's authority to sell any of the shares and the transfer notice shall not be conditional upon offers being received from Members in respect of all or any particular number of the shares comprised therein.

GENERAL MEETINGS AND RESOLUTIONS

5. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
6. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General meeting shall be dissolved.
(b) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.
(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
(d) No person shall be appointed a Director at any General Meeting unless either:-
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together

with notice executed by that person of his willingness to be appointed.

- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

- 8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

- 10. (a) The Directors may exercise the powers of the Company conferred by Clause 4(V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he

shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

- 12 (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 in Table A relating to the sealing of a share certificates shall apply only if the company has a seal. Clause 101 in Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

- 13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- (c) Clause 118 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Robert James Hillhouse
87 Baldwin Avenue
Eastbourne
East Sussex
BN21 1UL

Colin Frederick Charge
64 Tower Road
Epping
Essex
CM16 5EN

Dated the 19th day of September 1988

Witness to the above signatures:-

Stephen Paul Doherty
42 Vaughan Drive
Church Milton
Nr. Sittingbourne
Kent
ME10 2UA