



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

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

Name of company

*** COVERTRADE LIMITED**

* insert full
name of Company

I, RODGER ARLAN RICHARDSON
of KEMPSON HOUSE,
CAMOMILE STREET,
LONDON EC3A 7AN

delete as
appropriate

do solemnly and sincerely declare that I am a ~~person 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 KEMPSON HOUSE
CAMOMILE ST
LONDON

Declarant to sign below

the 13TH day of JUNE
One thousand nine hundred and 1989
before me [Signature]

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):

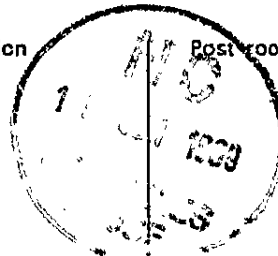
Norton Rose,
Kempson House,
Camomile Street,
London EC3A 7AN.

27/SJW

For official Use

New Companies Section

Post room





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

*	COVERTRADE LIMITED
---	--------------------

* insert full name
of company

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

Kempson House,	
Camomile Street,	
London	
	Postcode EC3A 7AN

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)

☐

PRINTED AND SUPPLIED BY

Jordans

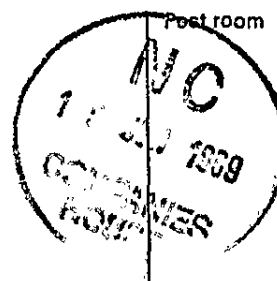
JORDAN & SONS LIMITED
JORDAN HOUSE
STUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010



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

Norton Rose,
Kempson House,
Camomile Street,
London EC3A 7AN

For official Use
General Section



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) Susan Jennifer Wilkinson		Business occupation	
		Solicitor	
Previous name(s) (note 3)		Nationality	
Address (note 4) Kempson House		British	
Camomile Street		Date of birth (where applicable)	
London	Postcode	EC3A 7AN (note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature <i>S. J. Wilkinson</i>		Date	

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

Name (note 3) Rodger Allan Richardson		Business occupation	
		Managing Clerk	
Previous name(s) (note 3)		Nationality	
Address (note 4) Kempson House		British	
Camomile Street		Date of birth (where applicable)	
London	Postcode	EC3A 7AN (note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature <i>R. A. Richardson</i>		Date	

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

Please do not
write in
this margin

Please complete
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)		Susan Jennifer Wilkinson	
Previous name(s) (note 3)			
Address (notes 4 & 7)		Kempson House	
		Camomile Street	
London		Postcode	EC3A 7AN
I consent to act as secretary of the company named on page 1			
Signature		Date	

SJ Wilkinson 13 JUN 1989

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

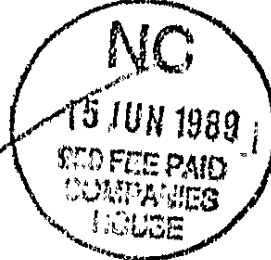
Signature of agent on behalf of subscribers	Date
---	------

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	<i>SJ Wilkinson</i>	Date	13 JUN 1989
Signed	<i>[Signature]</i>	Date	13 JUN 1989
Signed		Date	-
Signed		Date	
Signed		Date	
Signed		Date	

239115



March, 1989

No.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

COVERTRADE LIMITED

1. The name of the Company is "COVERTRADE LIMITED".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - 3.01 (a) To carry on business as general merchants and mercantile agents, contractors, manufacturers of and merchants and dealers in any and every kind of article of any description and material, merchants and dealers in raw material of every kind, haulage and transport contractors, warehousemen, wharfingers, ship and barge owners, ship agents and any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

Roy b.o. Sect
£250 PS
01 25 06

- (b) To carry on all or any of the businesses of manufacturers, mercantile and other agents, factors, distributors, shippers, importers, exporters, consignors, buyers and sellers (wholesale and retail), charterers, shipowners, warehousemen, merchants, builders, developers of and dealers in commodities, merchandise, goods and articles of all kinds whether manufactured in whole or in part or whether grown, cultivated, taken, processed or produced in any part of the world; to deal in commodities of all kinds which can conveniently be dealt with in connection with any of the aforesaid businesses or which may be required by customers or for persons dealing with the Company; to carry on and execute all kinds of commercial, trading, financial and other operations; and generally to carry on any other trade or business whatsoever which may seem to the Directors capable of being carried on advantageously in connection with the above businesses, or calculated directly or indirectly to enhance the value or facilitate the realisation of any of the Company's property or rights.
- (c) To carry on all or any of the businesses of agents, factors, distributors, shippers, importers, exporters, consignors, manufacturers, general merchants, buyers and sellers (wholesale and retail), charterers, brokers, ship owners, warehousemen, packers and processors of commodities, merchandise, goods and articles of all kinds (whether manufactured in whole or in part, or whether grown, cultivated, taken, processed or produced in any part of the world) and in particular (but not by way of limitation) of industrial, scientific, chemical, pharmaceutical and other preparations and compounds, cements and other articles; to carry on and execute all kinds of commercial, trading, financial and other operations; and generally to carry on any other trade or business whatsoever which may seem to the Directors capable of being carried on advantageously in connection with any of the aforesaid businesses, or calculated directly or indirectly to enhance the value or facilitate the realisation of any of the Company's property or rights.

- 3.02 To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- 3.03 To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- 3.04 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- 3.05 To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- 3.06 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- 3.07 To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- 3.08 To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- 3.09 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- 3.10 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- 3.11 To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 3.12 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of

bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.

- 3.13 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.
- 3.14 To grant indemnities of every description and to undertake obligations of every description.
- 3.15 To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 3.16 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures

or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- 3.17 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 rights in respect of dividend or repayment of capital 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.
- 3.18 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 rights in respect of dividend or repayment of capital 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.
- 3.19 While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to:
- (a) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
 - (b) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).
- 3.20 To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.

- 3.21 To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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.
- 3.22 To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- 3.23 To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- 3.24 To procure the Company to be registered or recognised in any country or place abroad.
- 3.25 To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 3.26 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 3.27 To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.

- 3.28 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are 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 holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.
- 3.29 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.

3.30 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

3.31 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:

- (a) the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited.

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
S.J. Wilkinson Kempson House, P.O.Box 570, Camomile Street, London EC3A 7AN.	One
Solicitor: <i>S.J. Wilkinson</i>	
R.A. Richardson Kempson House, P.O.Box 570, Camomile Street London EC3A 7AN	One
Managing Clerk. <i>[Signature]</i>	

13 JUN 1982

DATED this, 19..

WITNESS to the above Signatures:

.....*[Signature]*.....
Kempson House,
P.O. Box 570,
Camomile Street,
London EC3A 7AN.

Solicitor's Clerk.

CFD 478

No.

March, 1989

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

COVERTRADE LIMITED

PRELIMINARY

1. In these Articles and in Table A:

"the Act" means the Companies Act 1985.

"Table A" means Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

"the Statutes" means the Companies Act 1985 and any statutory modification or reenactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

2.01 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

2.02 Regulations 39, 73 to 78 inclusive, 87 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

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

3.02 Subject to the provisions of Article 3.03 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same 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.

3.03 The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be £100 or such other amount as shall be authorised by the Company in General Meeting.

3.04 The authority conferred on the Directors by Article 3.02 and 3.03 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.

- 3.05 The provisions of section 89(1) of the Act shall not apply to the Company.
- 3.06 Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

LIEN

4. The lien conferred by regulation 8 shall apply to:
- (a) all shares of the Company whether fully paid or not;
 - (b) to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders;
- and shall be for all indebtedness or other liability to the Company of any member.

Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

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

PROCEEDINGS AT GENERAL MEETINGS

6. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 7.01 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

- 7.02 The words "at any time" shall be substituted for the words "not less than 48 hours" in regulation 62(a).
8. A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.

DIRECTORS

9. The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act.

POWERS AND DUTIES OF DIRECTORS

10. Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.
11. The Directors may exercise all the powers of the Company contained in Clause 3.28 of the Memorandum of Association of the Company.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 12.01 Without prejudice to the powers of the Company under section 303 of the Act 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 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 corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgment at the registered office of the Company.
- 12.02 The office of a Director shall be vacated if he is removed from office under Article 12.01. Regulation 81 shall be modified accordingly.
- 12.03 Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

ROTATION OF DIRECTORS

13. The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

ALTERNATE DIRECTORS

- 14.01 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company. In regulation 65 the words "approved by resolution of the directors and" shall be deleted.
- 14.02 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose (inter alia) of signing instruments to which the seal is affixed; and regulation 101 shall be modified accordingly.
- 14.03 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only 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.

PROCEEDINGS OF DIRECTORS

- 15.01 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 15.02 The following sentence shall be inserted after the first sentence of regulation 72: "Any committee shall have power unless the Directors

direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

OFFICIAL SEAL FOR USE ABROAD

16. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

- 17.01 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.
- 17.02 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

INDEMNITY

18. Subject to the provisions of and so far as may be consistent with the Statutes but without prejudice to any indemnity to which a Director

may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

MISCELLANEOUS PROVISIONS WHERE MATERIAL
OVERSEAS INTERESTS EXIST

19. Table A shall be further modified as follows:
- (a) in regulation 37 the words "within the United Kingdom" shall be deleted;
 - (b) in regulation 66 the second sentence shall be deleted;
 - (c) in regulation 88 the third sentence shall be deleted;
 - (d) in regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address";
 - (e) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

S.J. Wilkinson

S.J. Wilkinson

Kempson House,
P.O.Box 570,
Camomile Street,
London EC3A 7AN.

Solicitor.

R.A. Richardson

Kempson House,
P.O.Box 570,
Camomile Street,
London EC3A 7AN.

Managing Clerk.

13 JUN 1989

DATED this, 19..

WITNESS to the above signatures:

16 M. R. M. ef

Kempson House,
P.O.Box 570,
Camomile Street,
London EC3A 7AN.

Solicitor's Clerk.

CFD/485

FILE COPY



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

No. 2397713

I hereby certify that

COVERTRADE LIMITED

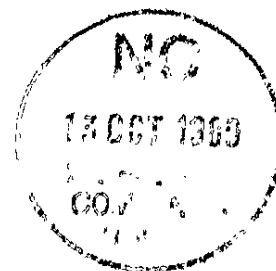
is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 22 JUNE 1989

Donaldson
(Mrs)

an authorised officer

No. 2397713



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
COVENTRADE LIMITED

Passed 27th September 1989

AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on 27th September, 1989 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to "WM & Company Limited".

Chairman of the Meeting

SAC/P1/59/5)

MB LUB

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2397713

I hereby certify that

COVERTRADE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WM & COMPANY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 20 OCTOBER 1989

A handwritten signature in dark ink, appearing to read 'C. R. R.', written over a faint circular stamp.

an authorised officer

COMPANY NO: 2397713

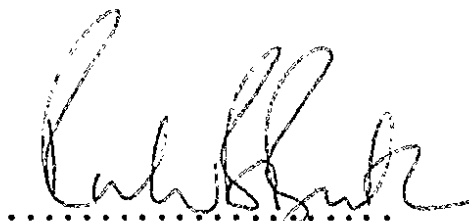
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
WM & COMPANY LIMITED

Passed: 8 December 1989

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 8 December 1989 at 21 Knightsbridge, London, SW1X 7LY the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the Company was now dormant and pursuant to Section 252(3) of the Companies Act 1985 the Company shall exempt itself from the obligation to appoint auditors as otherwise required by Section 384 of the Companies Act 1985".


.....
Director

COMPANIES HOUSE
20 DEC 1989
M 41

COMPANY NUMBER 2397713

THE COMPANIES ACTS 1985



COMPANY LIMITED BY SHARES

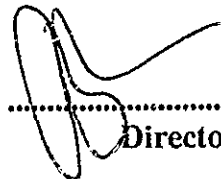
SPECIAL RESOLUTION
OF
WM & COMPANY LIMITED

Passed 12 January 1993

At an Extraordinary General Meeting of the above named Company, duly convened, and held on 12 January 1993, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be and is hereby changed to
"Electrocomponents Overseas Limited"


.....
Director

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2397713

I hereby certify that

WM & COMPANY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ELECTROCOMPONENTS OVERSEAS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 29 JANUARY 1993

F. A. Joseph

F. A. JOSEPH

an authorised officer

COMPANY NUMBER: 2397713

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS
OF
ELECTROCOMPONENTS OVERSEAS LIMITED

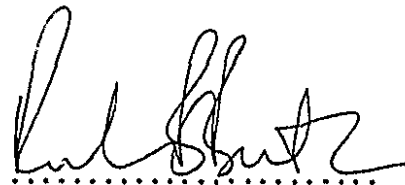
PASSED:

9TH JUNE 1993

At an Annual General Meeting of the above named company duly convened and held on 9th June 1993, the following resolutions were duly passed as Elective Resolutions:

ELECTIVE RESOLUTIONS

1. pursuant to Section 252 of the Companies Act 1985 the company hereby elects to dispense with the laying of accounts and reports before the company in General Meeting for all subsequent financial years.
2. pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of an Annual General Meeting for all subsequent years.



Director

