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**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

\* Insert full  
name of Company

Name of company

\* KEELEX 115 LIMITED

I, KIAN GOLESTANI

of 16 BORE STREET LICHFIELD STAFFORDSHIRE WS13 6LL

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

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 Lichfield  
in the County of  
Stafford

the 25<sup>th</sup> day of January  
One thousand nine hundred and ninety one  
before me

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

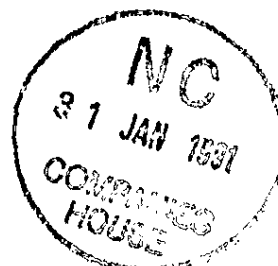
*Kian Golestani*

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

MESSRS KEELY SMITH & JOHNSON  
16 BORE STREET  
LICHFIELD  
STAFFORDSHIRE WS13 6LL  
KG/JG

For official Use  
New Companies Section

Post room





COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

2580598

For official use



KEELEX 115 LIMITED

Registered office of the company on  
incorporation.

RO

16 BORE STREET

Post town

LICHFIELD

County/Region

STAFFORDSHIRE

Postcode

WS13 6LL

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

MESSRS KEELY SMITH & JOHNSON

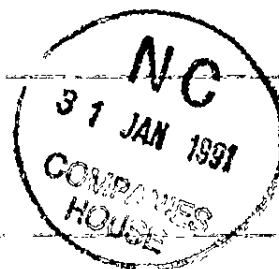
16 BORE STREET

LICHFIELD STAFFORDSHIRE

Telephone (0543) 414222

Postcode WS13 6LL

Extension 455



**Company Secretary** (See notes 1 - 8)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

**CS** MISS  
JENNY  
GREATRIX

**AD** 16 BORE STREET

Post town LICHFIELD

County/Region STAFFORDSHIRE

Postcode WS13 6LL Country ENGLAND

I consent to act as secretary of the company named on page 1

Signed

J. Greatrix

Date 24/1/91

**Directors** (See notes 1 - 8)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

**CD** MR  
KIAN  
GOLESTANI

**AD** 16 BORE STREET

Post town LICHFIELD

County/Region STAFFORDSHIRE

Postcode WS13 6LL Country ENGLAND

**DO** 27 01 63

Nationality **NA** BRITISH

**OC** SOLICITOR

**OD**

I consent to act as director of the company named on page 1

Signed

K. A. Golestani

Date 24/1/91

(notes 1-5)

ame \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form  
is signed by the  
subscribers

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers

Signed

Date 24/1/91

Signed

Date 24/1/91

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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

The Companies Act 1985



COMPANY LIMITED BY SHARES

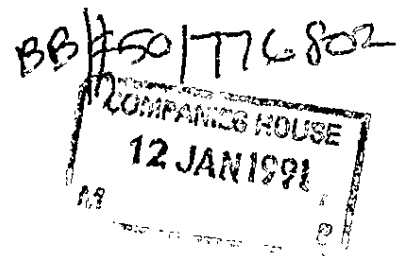
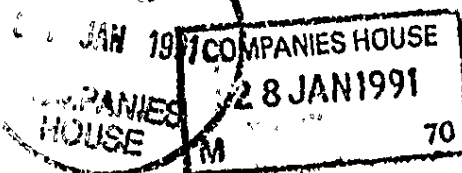
MEMORANDUM OF ASSOCIATION

of

KEELEX 115 LIMITED

2580598

1. The name of the Company is Keelex 115 Limited
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
  - (A) (i) To manufacture and deal both wholesale and retail on commercial terms with goods, articles and commodities of all and every kind and description and to carry on the business of distributors, transporters, retailers, merchants, exporters, importers, processors, storers, shippers and agents for and dealers in goods, articles and commodities
  - (ii) To purchase, take on lease, exchange lease or otherwise deal in and to hold for the purpose of investment, development or re-sale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, to make advances upon



the security of land or house or other property or any interest therein

(iii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders merchants, plant hire specialists, painters decorators, plumbers, farmers, stock and poultry breeders, produce merchants, grocers, confectioners, tobacconists and newsagents, haulage and transport contractors, electricians and general engineers

(iv) To carry on all or any of the businesses of hire purchase financiers, and hire purchase consultants, and to lend and advance money to, or negotiate loans on behalf of, and to provide credit facilities for such persons, firms or companies, and on such terms as may seem expedient; to operate for cash or credit, discount stores; to give guarantee or become security for the payment of money or the performance of any obligation or undertakings

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of 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 or which is likely to render any of the Company's assets more profitable or valuable.

(C) To purchase, take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands, buildings, 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 and to grant any easements, profits, rights, privileges, licences, leases and tenancies over and in respect of the same.

(D) To erect, construct, lay down, enlarge, alter and maintain any harbours, roads, railways, sidings, bridges, reservoirs, shops, stores, factories, offices, buildings, works, structures, 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 them.

(E) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, trade marks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem 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, and to use, exercise, develop, or grant licences in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions, or rights and generally to carry out research of any kind which the Board of Directors may consider desirable.

(F) 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 or any other body whether corporate or not willing to advance money to the Company.

(G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue and 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 or loan stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(H) To receive money on deposit or loan upon such terms as to interest and otherwise as the Company may approve.

(I) To make advances to customers and other persons having dealings or in any way associated with the Company with or without security, and upon such terms as the Company may approve and generally to act as bankers for customers and any such other persons.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, directors, former directors, employees and ex-employees of the Company its subsidiary Companies or its or their predecessors in business or the relatives or dependants of such persons, to establish and maintain or concur in establishing



and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions life assurances or other benefits for any such persons as aforesaid their relatives or dependants, and to act as trustee (whether solely or jointly with any other person firm or corporation) of any such trusts funds or schemes and to support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company, its subsidiary Companies or its or their employees, and to institute and maintain any club or other similar establishment or profit sharing scheme calculated to advance the interests of the Company, its subsidiary Companies or its or their officers or employees.

(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, deferred or guaranteed 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.

(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 guaranteed rights in respect of dividend or repayments of capital or otherwise, or in debentures or mortgage debentures or debenture or loan 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, mortgages or other securities so acquired.

(O) To apply for, promote and obtain an Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

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

licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

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

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

(S) To establish or promote or concur in establishing or promoting any other company whose objects shall include 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 of and guarantee the payment of the dividends, interest or capital of any shares, stock of such company.

(T) 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.

(U) 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.

(V) 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.

(W) To lend money to any company firm or person and 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 or 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) of any company as defined by Section 736 of the Companies Act 1988, or another subsidiary, as defined by the said Section of the Company's holding company, or otherwise associated with the Company in business.

(X) 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, sub-contractors, trustees or otherwise.


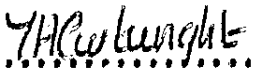
(Y) To do all such other things as are incidental or conducive to the above objects or any of them.

AND it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from any other paragraph, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the object of a separate and distinct company.

4. The liability of the members is limited.

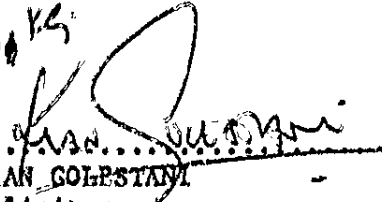
5. The share capital of the Company is £100.00 divided into 100 Ordinary Shares of £1.00 each, with power to increase or divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to dividend capital voting and otherwise as the Articles of Association may from time to time prescribe.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
 ..... GILLIAN GREATRIX 111 Birmingham Road Lichfield Staffordshire (Legal Secretary)	- One
 ..... TRACEY ANN CARTWRIGHT 7 Lichfield Road Handacre Staffordshire (Legal Secretary)	- One

Dated this 9<sup>th</sup> day of January 1994

Witness to the above signatures:-

  
.....  
KIAN COLESTANI  
Solicitor  
Lichfield  
Staffordshire

---

C O M P A N Y      L I M I T E D      B Y      S H A R E S

---

ARTICLES OF ASSOCIATION

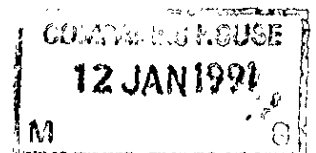
of

KEELEX 115 LIMITED

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PRELIMINARY

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (such table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say Clauses 8 and 24 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the Regulations of the Company and references throughout these Articles to "the Act" shall mean The Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force
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



00000014

0400

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. (a) The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the company at any time or times during the period of five years from the date of incorporation.
  - (b) Any shares which the directors are not authorised to deal with by virtue of paragraph (a) above may, with the consent of the Company in general meeting, be dealt with by the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit for a period not exceeding five years from the date of such consent
  - (c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to 90(5) of the Act shall be excluded from applying to the Company
4. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company;



but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

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

6. The Directors shall, notwithstanding the provisions of Article 5 but subject to the provisions of Article 7 register the transfer of any share by a Member (or person entitled to that share in consequence of the death of a Member) to

- (a) the husband, wife, widower, widow or any lineal descendant or ascendant of such member; or
- (b) any person or persons acting in the capacity of trustee or trustees of a Trust created by a Member (by deed or will) or, (upon any change of trustees of a Trust so created) to the new trustee or trustees, Provided that no such transfer shall be registered unless
  - (i) all the persons beneficially interested under the Trust are members of the family of a Member of the company as defined in paragraph (a) of this Article and
  - (ii) the Directors are satisfied on all the information submitted to them that the Trust is and is intended to remain a trust the sole purpose of which is to benefit such members of the family of a Member of the Company; or
- (c) any beneficiary or beneficiaries being a member or members of the family of a deceased Member as defined in paragraph (a) of

this Article by his personal representatives or by the trustees of any trust created by a Member (by deed or will); and the Directors shall, subject to Article 7 register as members the legal personal representatives of a deceased Member where under the provisions of the will or the laws as to intestacy the persons beneficially entitled to the shares registered in the name of such deceased Member, whether immediately or contingently, are persons to whom a Transfer may be made under the provisions of paragraph (a) or (b) of this Article

- (d) Clauses 29 to 31 (inclusive) of Table A shall be deemed to have been modified accordingly

7. Notwithstanding the provisions of Article 6 the Directors may decline to register any Transfer:-

- (a) of any share on which the Company has a lien; or
- (b) of a share (not being a fully paid share) to a person of whom they do not approve;

8. (a) A Share shall not be transferred otherwise than as provided in Article 6 unless it first be offered to the Members at a fair value to be fixed by the Company's Auditors acting as experts and not as arbitrators and whose valuation shall be final and binding on the parties. Any Member desiring to sell a Share (hereinafter referred to as a "Retiring Member") shall give notice thereof in writing to the Company (hereinafter referred to as a "Sale Notice") constituting the Company as his Agent for the purpose of such sale. No Sale Notice shall be withdrawn without the Directors' sanction. The Directors

shall offer any share comprised in any Sale Notice to the existing Members and if within 28 days after the Sale Notice has been given a purchasing Member is found, such purchasing Member shall be bound to complete the purchase within a further period of 28 days. If more than one purchasing Member is found they shall be entitled to acquire the shares in proportion to their respective existing shareholdings in the capital of the Company. Notice of the finding of the purchasing Member shall be given to the Retiring Member, who shall be bound on payment of the fair value to transfer the Share or Shares to the purchasing Member. If the Retiring Member fails to complete the transfer, the Directors may authorise some person to transfer the Share to the purchasing Member and may receive the purchase money and register the purchasing Member as holder of the Share, issuing him a Certificate therefor. The Retiring Member shall deliver up the Certificate and shall thereupon be paid the purchase money. If within 28 days after the Sale Notice has been given the Directors shall not have found a purchasing Member for the Share and shall give notice accordingly, or if within the second period of 28 days through no fault of the Retiring Member the purchase is not completed, the Retiring Member may at any time within 6 months thereafter, (but subject to the right of the Directors in their absolute discretion and without assigning any reason therefor to decline to register the transfer) sell such Share or Shares to any person and at any price.

(b) Whenever any Member of the Company

(i) dies or

(ii) becomes bankrupt or

(iii) has a Receiver of his affairs appointed under the  
Court of Protection

the Directors may at any time not later than twenty-eight days after the occurrence of such event resolve that such Member do retire, and thereupon he shall (unless he has already served a Sale Notice) be deemed to have served a Sale Notice pursuant to paragraph (a) of this Article. Notice of the passing any such resolution shall forthwith be given to the Member affected thereby.

(c) In any case where any shares are held by trustees of a Trust following a transfer or transfers made pursuant to Article 6 (b) and it shall come to the notice of the Directors that a person beneficially interested under the Trust is not a member of the family of a member of the Company (as defined in Article 6 (a)), the Directors may at any time within twenty-eight days after the existence of such beneficial interest shall have come to their notice resolve that such trustees do transfer such shares, and thereupon they shall (unless they have already served a Sale Notice) be deemed to have served a Sale Notice pursuant to paragraph (a) of this Article. Notice of the passing of any such resolution shall forthwith be given to the said trustees

(d) No Share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

DIRECTORS


9. The minimum number of Directors shall be one and whilst there is only one Director he shall constitute a quorum for all Directors Meetings and Clauses 64 and 89 in Table A shall be modified accordingly
10. A Director (having first declared the nature of his interest under Clause 85 of Table A) 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 Clauses 94 and 95 of Table A shall be modified accordingly.

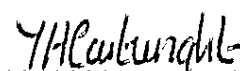
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Names, addresses and descriptions of Subscribers

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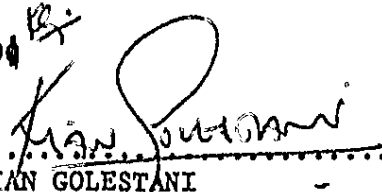
  
.....  
GILLIAN GREATRIX  
111 Birmingham Road  
Lichfield  
Staffordshire  
(Legal Secretary)

  
.....  
TRACEY ANN CARTWRIGHT  
7 Lichfield Road  
Handsacre  
Staffordshire  
(Legal Secretary)

---

Dated this 9<sup>th</sup> day of January 1994

Witness to the above signatures:-

  
.....  
KIAN GOLESTANI  
Solicitor  
Lichfield  
Staffordshire

FILE COPY



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

No. 2580598

I hereby certify that

**KEELEX 115 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 7 FEBRUARY 1991

*P. A. Morgan*  
P.A. MORGAN (C.150)

an authorised officer