

Company Number · 6486677

The Companies Acts 1985 to 1989

SPECIAL RESOLUTION

OF

MANGHRA V LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at
7 Leonard Street, London, EC2A 4AQ

on the 29th January 2008

the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company, viz:

RESOLUTION

1. THAT, the existing Memorandum of Association of the Company be deleted entirely and the attached new Memorandum of Association be accepted in its stead.


Chairman

Presented By
Ashcroft Cameron
7 Leonard Street
London EC2A 4AQ

WEDNESDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED

BY SHARES

MEMORANDUM AND ARTICLES

of

ASSOCIATION

of

MANGHRA V LIMITED

Incorporated 29th January 2008

Horwath Clark Whitehill
Hatherton House, Hatherton Street
Walsall, West Midlands, WS1 1YB

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MANGHRA V LIMITED

1. The Company's name is Manghra V Limited
2. The company's registered office is to be situated in England and Wales
3. The Company's objects are -
 - (a) To carry on the business of a dealer in the products of Snap-On Tools Limited
 - (b) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
 - (c) to lend and advance money or give credit on any terms and with or without security to any person, firm or company to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum or money or the performance of any obligation by any person, firm or company
 - d) (To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
 - (e) To draw, make accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments

- (f) To remunerate any person, firm or company rendering services to the company.
- (g) To distribute among the Members of the Company in kind property of the Company of whatever nature
- (h) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or Company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company
- (i) To do all other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

AND so that -

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and everyone of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company
- (3) 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 unincorporated and whether domiciled in the United Kingdom or elsewhere

4 The liability of Members is limited

5 The Company's share capital is £1,000 00 divided into 1,000 shares of £1 each

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of Shares shown opposite my name.

NAMES AND ADDRESS OF SUBSCRIBER	Number of Shares taken by Subscriber
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ACI Directors Limited
7 Leonard Street
London EC2A 4AQ

One

Limited Company

Total Shares Taken

One

Dated the 28th day of January 2008

Witness to the above Signatures: -

Robert Conway
7 Leonard Street
London EC2A 4AQ

Company Formations Manager

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MANGHRA V LIMITED

PRELIMINARY

- 1 (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) 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 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 Shares which are comprised in the authorised share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

APPOINTMENT OF DIRECTORS

- 3 (a) Clause 64 in Table A shall not apply to the Company
- (b) There shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly

- (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) 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
- (e) 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

BORROWING POWERS

- 4 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 security for any debt, liability or obligation of the Company or of any third party

PROCEEDINGS OF DIRECTORS

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

THE SEAL

- 6 The obligation under Clause 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal

INSURANCE

- 7 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 of the Act.

NAMES AND ADDRESS OF SUBSCRIBER

ACI Directors Limited
7 Leonard Street
London EC2A 4AQ

Limited Company

Dated the 28th day of January 2008

Witness to the above Signatures -

Robert Conway
7 Leonard Street
London EC2A 4AQ

Company Formations Manager