



FILE COPY

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

Company No. 6806152

The Registrar of Companies for England and Wales hereby certifies that

STUCKEY'S SPECIALITY TOOLS UK LIMITED

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

Given at Companies House on **30th January 2009**



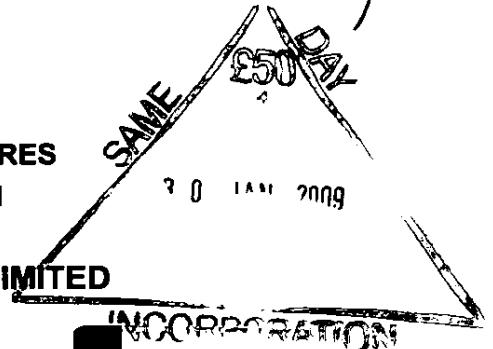
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**COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
-OF-
STUCKEY'S SPECIALITY TOOLS UK LIMITED**



1. Company Name

The name of the Company is STUCKEY'S SPECIALITY TOOLS UK LIMITED

2. Registered Office

The Registered Office of the Company will be situated in England and Wales.

3. Objects Clauses

3.1 To carry on business as general commercial company.

3.2 Without prejudice to the generality of the objects and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the following objects:-

- 3.2.1 to carry on any profession, practice or 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 or render more profitable any of the Company's property or rights;
- 3.2.2 to carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto;
- 3.2.3 to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or which is capable of being conducted so as to benefit the Company directly or indirectly or which is possessed of property suitable for the purposes of the Company;
- 3.2.4 to borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to purchase, redeem or pay off such securities;
- 3.2.5 to lend and advance money or give credit to any persons, firms or companies, upon such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company
- 3.2.6 to develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to

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and entering into contracts and arrangements of all kinds with builders, tenants and others;

- 3.2.7 to construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees;
- 3.2.8 to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- 3.2.9 to adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations;
- 3.2.10 to take or otherwise acquire and to hold shares and securities of any company and to sell, hold, re-issue with or without guarantee or otherwise deal with same;
- 3.2.11 generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges;
- 3.2.12 to apply for, purchase or otherwise acquire any 'patents brevets invention', licences, trade marks, concessions and the like conferring any exclusive or non exclusive or limited right to use 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 either directly or indirectly to benefit the Company and to exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired;
- 3.2.13 to amalgamate with any other company;
- 3.2.14 to enter into partnership or into any arrangement for sharing profits, union of interest, co-operating, joint-venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit the Company;
- 3.2.15 to enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, to obtain from any such government or authority any rights, privileges and concessions which the Company may consider it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.2.16 to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or who were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or in association with the Company or with any such subsidiary, or who are or who were at any time Directors or Officers of the Company or of any other such company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be of benefit to or to advance the interests and well being of the Company and of any other such 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 for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any other such company as aforesaid;

- 3.2.17 to undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise;
- 3.2.18 to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or debentures, debenture stock or other securities of the Company, or in about the formation or promotion of the Company or the conduct of its business;
- 3.2.19 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments;
- 3.2.20 to give financial assistance (as defined in Section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in Section 151 of the Act;
- 3.2.21 to apply for promote and obtain any Act of Parliament or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the Company's interests;
- 3.2.22 to promote freedom of contract and to resist insure against, counteract and discourage interference therewith, to join any lawful Federation, Union or Association, or to do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption or of interference with the Company's or any other, trade or business, or providing or safeguarding against the same or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes;
- 3.2.23 to do all and any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;
- 3.2.24 to procure the Company to be registered or recognised in any country or place;
- 3.2.25 to distribute among the members of the Company in specie any property of the Company of whatever nature;
- 3.2.26 to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;
- 3.2.27 to carry on business as designers, traders, manufacturers, importers, exporters, buyers, assemblers, installers, maintainers, repairers, wholesalers, distributors, retailers, and licensors of and dealers in peripherals, apparatus, appliances and devices of every description;
- 3.2.28 to undertake marketing, advertising and promotional campaigns of every nature and to establish and maintain an organisation for the marketing, promotion, sale, purchase, display, distribution, exhibition, and advertising of commodities, services, equipment, systems, products, merchandise, goods and wares of every description;

AND so that:

- 3.2.28.1 none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of the provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any sub-clause of this clause, or by reference to or inference from the name of the Company;
- 3.2.28.1 none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of the provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any sub-clause of this clause, or by reference to or inference from the name of the Company;
- 3.2.28.2 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 UK or elsewhere;
- 3.2.28.3 in this clause the expression Act means the Companies Act 1985, but so that any reference in this clause 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.

4. The liability of the members is limited.

5. The Company's authorised share capital is £100 divided into 100 shares of £1.00 each.

6. Signatures

We, the persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association and We agree to take the number of shares in the capital of the Company set out opposite our respective names.

Signatures, names, addresses and number of shares of subscribers.

Ashbys Corporate Secretaries Limited
Welbeck House
69 Loughborough Road
West Bridgford
Nottingham
NG2 7LA

Signature 

Total shares taken 1

Dated this 29th January 2009

Witness to the above signatures

Signature 

Name: Mrs L Rodgers
Address: Welbeck House
69 Loughborough Road
West Bridgford
Nottingham
NG2 7LA

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
-OF-
STUCKEY'S SPECIALITY TOOLS UK LIMITED

1. Preliminary

- 1.1 These Articles and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as apply to private companies ("Table A") constitute the Articles of Association of the Company.
- 1.2 In regulation 1 of Table A, the words "and the articles" shall be deemed to be added to the words "these regulations" in each place where they occur.
- 1.3 Regulations 40, 76 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

2. Shares

- 2.1 The share capital of the Company is **£100** divided into ordinary shares of **£1.00** each.
- 2.2 The directors are, subject to sections 80 and 90 of the Companies Act 1985, generally and unconditionally authorised for the purposes of section 80 of the act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company for the time being. The authority given by this Article shall be for an indefinite period.

3. Transfer of Shares

The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any shares (whether or not fully paid) to any person.

4. General Meetings

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

5. Appointment and Removal of Directors

- 5.1 A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office.

- 5.2 The directors may also appoint a person willing to act to be a director.
- 5.3 A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

6. Directors' Gratuities and Pensions

The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

7. Proceedings of Directors

- 7.1 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 7.2 Directors do not have the power to authorise conflicts of interest at board meetings.
- 7.3 A director's conflict of interest can only be authorised by the shareholders in accordance to Article 7.4.
- 7.4 Shareholders can authorise an actual or potential conflict by an ordinary resolution. This can be achieved by a vote at a general meeting or (in the case of a private company only) by getting agreement to a written resolution. A director who is also a shareholder can participate in the vote, even if he is one of the directors interested in the matter being authorised.

8. The Seal

Regulation 101 of Table A shall only apply if the company has a common seal. Whether it does or not, a share certificate may be executed under section 44(2) of the Act instead of being sealed.

9. Notices

Any notice to be given to or by any person pursuant to the Articles shall be deemed to be given personally in writing at the time of transmission if it is given by facsimile transmission or comparable means of communication.


10. Indemnity

Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

Signatures, names and addresses of subscribers

Ashbys Corporate Secretaries Limited
Welbeck House
69 Loughborough Road
West Bridgford
Nottingham
NG2 7LA

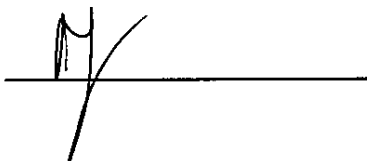
Signature



Dated this 29th January 2009

Witness to the above signatures

Signature



Name: Mrs L Rodgers

Address: Welbeck House
69 Loughborough Road
West Bridgford
Nottingham
NG2 7LA

Declaration on application for registration

Company Name in full

Stuckey's Speciality Tools UK Ltd

I. **L Rodgers an authorised signatory of Ashbys Corporate Secretaries Ltd**

of **Welbeck House, 69 Loughborough Road, West Bridgford, Nottingham, NG2 7LA**

†Please 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 of the 1985 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 believe the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

46 BRIDGFORD ROAD, WEST BRIDGFORD, NOTTINGHAM NG2 6AP

Day Month Year

On

29 01 2009

① Please print name

Before me ①

MARIA ARMSTRONG-LANGLEY

Signed

[Signature]

Date

29 January 2009

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Ashbys, Welbeck House, 69 Loughborough Road

West Bridford, Nottingham, Nottinghamshire

NG2 7LA

Tel 0115 981 0000

DX number *** DX exchange *******

Companies House receipt date barcode

**This form is been provided free of charge
by Companies House**

Form revised June 1998

When you have completed and signed the form please send it to the registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ **DX 33050 Cardiff**
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Stuckey's Speciality Tools UK Ltd

Proposed Registered Office

Welbeck House 69 Loughborough Road

(PO Box numbers only, are not acceptable)

West Bridgford

Post town

Nottingham

County / Region

Nottinghamshire

Postcode

NG2 7LA

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☒

Agent's name

Ashbys

Address

Welbeck House 69 Loughborough Road

West Bridgford

Post town

Nottingham

County / Region

Nottinghamshire

Postcode

NG2 7LA

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Ashbys, Welbeck House, 69 Loughborough Road,

West Bridgford, Nottingham, Nottinghamshire.

NG2 7LA

Tel 0115 981 0000

DX number ***** DX exchange *****

Companies House receipt date barcode
**This form is been provided free of charge
by Companies House**

Form April 2002

When you have completed and signed the form please send it to the
registrar of Companies at;

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		Stuckey's Speciality Tools UK Ltd	
NAME	*Style / Title	* Honours etc	
Forename(s)			
Surname		Ashbys Corporate Secretaries Limited	
Previous forenames(s)			
Previous surname(s)			
Address "tt"		Appleton House	
		25 Rectory Road	
Post town		West Bridgford	
County / Region		Nottingham	Postcode NG2 6BE
Country		England	
I consent to act as secretary of the company named on page 1			
Consent		On behalf of the above named Limited Company	Date 29 January 2009

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		* Honours etc	
Forename(s)		Maxine			
Surname		Cammock			
Previous forenames(s)					
Previous surname(s)					
Address "tt"		Foss Farm			
		2 Dyke Drove			
Post town		Bourne			
County / Region		Lincolnshire	Postcode	PE10 0BL	
Country		England			
Date of birth		Day 0 1	Month 0 5	Year 1 9 6 4	Nationality British
Business occupation		Company Director			
Other directorships		DrillingServices Ltd			
I consent to act as director of this company named on page 1					
Consent		Maurice Cammack		Date	29 January 2009

Please list directors in alphabetical order

* Voluntary details

11 Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.

NAME	*Style / Title		* Honours etc	
	Forename(s)			
	Surname			
	Previous forenames(s)			
	Previous surname(s)			
Address **				
	Post town			
	County / Region		Postcode	
	Country			
Date of birth	Day	Month	Year	Nationality
Business occupation				
Other directorships				
I consent to act as director of this company named on page 1				
Consent signature			Date	

Either

**an agent on behalf
of all subscribers**

Signed

Date _____

29 January 2009

Or the subscribers

Signed

Date

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date _____