

No. of Company 4115/1

REGISTERED

30 JUL 1958

5253

Form No. 41.
Price Threepence
(Excluding Purchase Tax.)

The Companies Act (Northern Ireland), 1932.



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the Companies Act (Northern Ireland), 1932, on application for Registration of a Company.

Pursuant to Section 15 (2).

Name of
Company

U. K.-EUROPEAN TRANSPORT Limited.

Presented by

Robt. Kelly & Son,

Solicitors,

41, Donegall Street,

Belfast.

MINISTRY OF COMMERCE

RECEIVED

30 JUL 1958

COMPANIES REGISTRATION
NORTHERN IRELAND

I, IVAN STANLEY POLLIN,

of 41, Donegall Street in the County Borough of Belfast

2) Here insert:—

"A Solicitor of
the Supreme
Court engaged in
the formation,"

or

"A person named
in the Articles of
Association as
a Director or
Secretary."

do solemnly and sincerely declare that I am (a) a solicitor of the

Supreme Court engaged in the formation

of U. K.-EUROPEAN TRANSPORT

Limited, and that all the requirements of the Companies Act (Northern
Ireland), 1932, in respect of matters precedent to the registration of the
said Company, and incidental thereto, 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 41, Donegall Street in the
County of the City of Belfast

the 30th day of July,

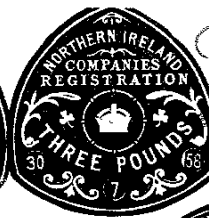
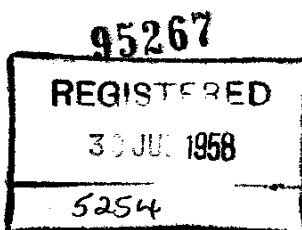
one thousand nine hundred and fifty-eight

before me,

Michael G. Brady
A Commissioner for Oaths (b)

(b) or Notary Public or Justice of the Peace.

Note.—This Margin is reserved for binding, and must not be written across.



The Companies Act (Northern Ireland), 1932-1950

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

U.K.-EUROPEAN TRANSPORT LIMITED

✓ 1. The Name of the Company is "U.K.—EUROPEAN TRANSPORT LIMITED."

✓ 2. The Registered Office of the Company will be situate in Northern Ireland.

✓ 3. The Objects for which the Company is established are—

- (A) To carry on all or any of the businesses of Agents, Builders, Manufacturers, Repairers, Hirers, Contractors, Storers, General Carriers and Letters on Hire of and Dealers in Motor Cars, Coaches, Char-a-bancs, Omnibuses, Vans, Lorries, Trailers, Flats, Palettes, Containers, Refrigerator Containers, Engines, Locomotives, Tractors, Railway and other Wagons, Carriages, Trucks, Rolling Stock of every description, Carts, Mobile and other Cranes, Lifting Gear, Excavators, Road Machinery of every description, Conveyor Equipment and Vehicles of every kind, and of and in all Plant, Machinery, Engines, Tyres, Apparatus, Implements, Tools, Components, Parts and Accessories used or required in connection therewith or belonging thereto, Proprietors of Repairing and other Depots, Insurance Agents, Dealers in Petrol, Motor Spirit, Oils, Greases and other Lubricants and Illuminants and all other allied articles and Proprietors of Stores and Depots for the Supply thereof, Towage Proprietors, Tug, Barge and Ship Owners, Lightermen, Stevedores, Wharfingers, Freight Agents, Railway, Shipping and General Forwarding

Agents, Warehousemen, Packing and Removal Contractors, Garage, Stable and Depository Proprietors, Motor, Mechanical, Electrical and General Engineers, Plant and Machinery Hire Specialists, Hirers, Letters on Hire, Manufacturers, Repairers and Distributors of and Dealers in Contractors' Plant, Machinery, Implements and Tools of every description, Builders, Builders' Merchants, Timber Merchants, Furniture Manufacturers and Dealers, House, Shop and Office Furnishers and Fitters, Demolition Contractors, Paviers, Road Contractors, Wheelwrights, Blacksmiths, Coppersmiths, Iron Founders, General Metal Workers, Coach and Body Builders and Painters, Harness Makers, Merchants of and Dealers in Corn, Straw and Fodder of all kinds, Lime, Cement, Concrete and Building Materials of every description and Coal, Coke and Patent Fuels, Commission and General Agents, House, Land and Estate Agents, Property Owners, and General Merchants, Agents, Factors, Traders and Dealers.

- (B) To buy, sell, manufacture, instal, maintain, repair and deal in (on the hire purchase or easy-payment system or otherwise) plant, machinery, appliances, materials, accessories, articles, commodities and things of all kinds and of every description capable of being used for the purposes of the above-mentioned businesses, or any of them, or likely to be required by customers of or persons having dealings with the Company.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways,

tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (F) To apply for, register, purchase, or by other means acquire, and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To sell, lease, let on hire, surrender, dispose of, or otherwise turn to account or make any arrangements for the development or working or disposal of or otherwise deal with the whole or any part of the business, undertaking, property, and assets of the Company, or any Share or interest therein, and to make and carry into effect any arrangements for amalgamation, or for carrying on business together or in connection with any other company, corporation, or person, or for working any other similar or analogous undertaking, and on any such sale, disposition, or arrangement to accept payment in whole or in part in shares

(whether fully or partly paid up), bonds, debentures, or other securities, and subject to any restriction or condition as to transfer or otherwise.

- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, provisional order, or licence of the Minister of Commerce or other authority 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) 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, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of

any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (u) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To register the Company or constitute or incorporate it as an anonymous or other society in any country, and to take all steps which may be necessary or expedient to enable it to carry on business in any country.
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees (with or without remuneration), contractors, or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

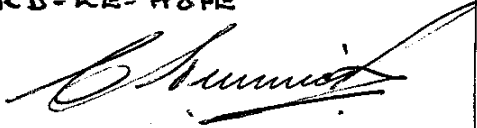
It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

✓ 4. The Liability of the Members is Limited.

✓ 5. The Share Capital of the Company is Ten Thousand Pounds, divided into Ten Thousand Shares of One Pound each.

The Company has power from time to time to increase or reduce its Capital and to consolidate or subdivide the Shares into Shares of larger or smaller denominations. Any new Shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of Dividend or repayment of Capital, or both, or any such other special privilege or advantage over any Shares previously issued or then about to be issued, or with such deferred rights as compared with any other Shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued Shares shall not be affected or interfered with except in manner provided in Clause 3 of Table A in the First Schedule to The Companies Act (Northern Ireland), 1932.

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
JOHN MACMAUGHTON SIDDEY ROBINSWOOD EFFINGHAM SURREY T.D.N. Siding SHIPPING AGENT.	ONE
CECIL MORDAN HUMWICH 183 CORRINGHAM ROAD STAMFORD-LE-HOPE ESSEX  SHIPPING AGENT	ONE

Dated the 25th day of July 1958.

Witness to the above Signatures—



DENIS GEORGE FREDERICK GUDGEON

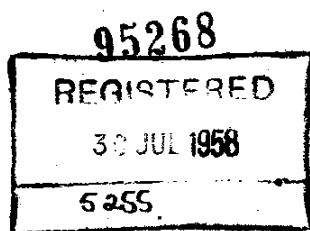
10 BRAY ROAD

STONE D'ABERNON

COBHAM

SURREY

SHIPPING AGENT



The Companies Act (Northern Ireland), 1932-1950

COMPANY LIMITED BY SHARES

*his Co.
nt. 298
Near Table A.*

Articles of Association

OF

U.K.-EUROPEAN TRANSPORT LIMITED

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to The Companies Act (Northern Ireland), 1932 (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 2, 15, 17, 18, 30, 31, 32, 33, 45, 66 and 69 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.

✓ 2. The Company shall be a "Private Company" within the meaning of the Act and accordingly:—

- (A) No invitation shall be issued to the public to subscribe for any Shares or Debentures of the Company.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company) shall be limited to fifty, provided that for the purposes of this provision, where two or more persons hold one or more Shares in the Company jointly they shall be treated as a single Member.
- (c) The right to transfer the Shares of the Company shall be restricted in manner hereinafter appearing.

SHARE CAPITAL.

3. The Share Capital of the Company shall be Ten Thousand Pounds, divided into Ten Thousand Shares of One Pound each.

SHARES.

✓ 4. The Shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Subject as aforesaid, the Shares of the Company shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no Shares shall be issued at a discount except in accordance with Section 47 of the Act. Any Preference Share may, with the sanction of a resolution, be issued upon the terms that it is or at the option of the Company is liable to be redeemed. A Share may be issued on terms providing that it shall rank for Dividend as from a particular date.

✓ 5. The Directors may make arrangements on the issue of Shares, for a difference between the holders of such Shares in the amount of the calls to be paid and the time of payment of such calls.

TRANSFER OF SHARES.

✓ 6. Subject to the restrictions of these Articles, Shares shall be transferable, but every transfer must be in writing in the usual form, or in such other form as the Directors shall from time to time approve, and must be left at the Office of the Company accompanied by the Certificate of the Shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

7. Any Share in the Company may be transferred by a Member to his or her wife or husband or to any lineal descendant or ascendant or to any other Member, or to any nominee approved of by the Directors, and any Share of a deceased Member may be transferred by his executors or administrators to any such relative or to any Member.

✓ 8. The Directors may refuse to register any transfer of Shares other than a transfer made pursuant to Article 7 hereof; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

✓ 9. The Directors may raise or borrow money from any persons for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the undertaking, assets, and property of the Company or not so charged, or may for the purpose of such borrowing accept or endorse on behalf of the Company any promissory notes or bills of exchange.

10. Any Debentures, Bonds, or other instruments or securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of Shares, or otherwise, as the Directors may from time to time determine.

11. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company, including the uncalled Capital, by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

12. The Register of Mortgages shall be open to the inspection of any creditor or Member of the Company without payment and of any other person on payment of the sum of one shilling for each inspection.

13. A Register of the holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the registered holders of such Debentures and the holders of Shares in the Company, subject to such restrictions as the Company in General Meeting may impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

PROCEEDINGS AT GENERAL MEETINGS.

✓14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Two Members personally present shall be a quorum.

✓15. A Director of the Company shall not be required to hold any qualifying shares.

WINDING UP.

16. If the Company shall be wound up the assets of the Company available for distribution among the Members shall be distributed among the Members in proportion to the number of Shares held by them respectively.

17. With the sanction of an Extraordinary Resolution of the Shareholders any part of the assets of the Company, including any Shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

JOHN MACNAUGHTON SIDNEY
ROBINSWOOD
EFFINGHAM
SURREY. *J.M.S.*
SHIPPING AGENT

CECIL MORDAN HUMWICK
183 CORRINGHAM ROAD,
STANFORD-LE-HOPE
ESSEX *C. Humwick*
SHIPPING AGENT.

Dated the 25th day of July 1958.

Witness to the above Signatures—

D. I. F. Glyn

DENIS GEORGE FREDERICK EUDGEON
10 BRAY ROAD
STOKE D'ADERNON,
COBHAM,
SURREY
SHIPPING AGENT.

No. of Certificate 4115/4



REGISTERED

30 JUL 1958

5256

FORM No. 25

U. K. - EUROPEAN TRANSPORT LIMITED.

STATEMENT of the Nominal Capital made pursuant to S. 112 of the Stamp Act, 1891, as amended by S. 7 of the Finance Act, 1899, and S. 39 of the Finance Act, 1920, and S. 1. of the Finance Act (Northern Ireland), 1933. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by

Robt. Kelly & Son,

Solicitors,

41, Donegall Street,
Belfast.

MINISTRY OF COMMERCE
RECEIVED

30 JUL 1958

COMPANIES REGISTRATION
NORTHERN IRELAND

W2182/25 500 1/57 WSM Gp140-1958

1206x7

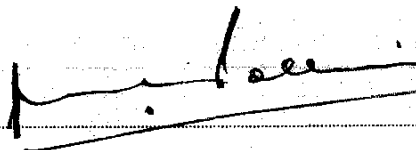
The NOMINAL CAPITAL of U. K. - EUROPEAN TRANSPORT

Limited,

is £ 10,000, divided into 10,000 shares of £ 1: 0: 0d.

each.

Signature



Description Solicitor.

Date 30th July, 1958.

NOTE.—This margin is reserved for Binding, and must not be written across.

No. of Company

4115/6.

REGISTERED

5 SEP 1958

5820.

Price Twopence.
Plus 25 per cent. Purchase Tax
Form No. 9.

THE COMPANIES ACT (Northern Ireland), 1932.

Particulars of Directors or Managers and of any changes therein.

Pursuant to Section 189



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Name
of
Company

U. K. - EUROPEAN TRANSPORT

Limited

Presented by

Robt. Kelly & Son,


Solicitors,

Belfast.

Wt. 2419/181. 1M. 4/49. M.S.O. Gp. 110. A4926-28/74-75

MINISTRY OF COMMERCE
RECEIVED
4 SEP 1958
COMPANIES REGISTRATION
NORTHERN IRELAND

Particulars of the Directors or Managers (a) of and of any changes there

The present Christian name or names and Surname. (b)	Any former Christian name or names or Surname.	Nationality.	Nationality of origin (if other than the present Nationality).	Usual Residential address.	Other Business Occupation or Directorships (if any). If none, state so. (c)	Changes (d)
CATHERWOOD, Herbert Alexander Courtney	----	British	---	635, Antrim Road, Belfast.	H.A.C. Catherwood & Sons (Belfast) Ltd. Northern Ireland Trailers Limited	
MACKEAN, George Burrell	----	"	---	Lougharmore, Dunadry, County Antrim.		
HUNWICK, Cecil Norman	----	"	---	183, Carrington Road, Stanford-le-Hope, Essex.	Shipping Agent.	
PERCIVAL, Edward	----	"	---	6, Hastings Road, Ashton-on-Ribble, Preston, Lancashire	Northern Ireland Trailers Limited	
POLLIN, Ivan Stanley	----	"	---	Farrington House, Antrim Road, Belfast	Northern Ireland Trailers Limited.	
SIDEY, John Maonaughton ✓	----	"	---	"Robinwood" Effingham, Surrey.	Anglo-European Transport Limited.	
<p>(a) "Director" includes any person who occupies the position of a Director, by whatever name called, and any person in accordance with whose directions or instructions the Directors of a Company are accustomed to act.</p> <p>(b) In the case of a Corporation its corporate name and registered or principal office should be shown.</p> <p>(c) In the case of an individual who has no business occupation, but holds any other directorship or directorships, particulars of that directorship or of some one of those directorships must be entered.</p> <p>(d) A complete list of the Directors or Managers shown as existing in the last particulars delivered should always be given. A note of the changes since the last list should be made in this column, e.g., by placing against a new director's name the words "in place of ----", and by writing against any former director's name the words "dead," "resigned," or as the case may be.</p>				<p>(Signature) </p> <p>(State whether Director or Manager or Secretary) Director</p> <p>Dated the <u>third</u> day of <u>September</u>, 19<u>53</u></p>		

NOTE.—This margin is reserved for binding, and must not be written across.

DUPLICATE FOR THE FILE

No. N.I. 4115



Certificate of Incorporation

I hereby certify that

U.K. - EUROPEAN TRANSPORT LIMITED

is this day Incorporated under the Companies Act (Northern Ireland), 1932,
and that the Company is **Limited**.

Given under my hand at Belfast, this thirtieth day
of July One Thousand Nine Hundred and Fifty-eight

Joseph Edwards
Registrar of Companies for Northern Ireland.

Counterparts
&
Certificate
received by }

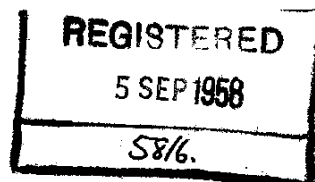
Rolt Kelly per J. Boyle

Date 6th August 1958.



00165145

11/5 / 5.

Price Fourpence.
(Excluding Purchase Tax)

Form No. 4.

The Companies Act (Northern Ireland), 1932.

A 5/-
Companies
Registration
Fee Stamp
must be
Impressed
here.

Notice of Situation of Registered Office or of any change therein.

Pursuant to Section 89.

Name
of
Company U.K.-European Transport Limited /

NOTE—This notice must be forwarded to the Registrar of Companies within 28 days after the date of the incorporation of the Company, or of the change, as the case may be.

Presented by

Robert Kelly, Son,Solicitors,Belfast.

MINISTRY OF COMMERCE
RECEIVED
4 SEP 1958
COMPANIES REGISTRATION
NORTHERN IRELAND

NOTICE

OF THE SITUATION OF THE REGISTERED OFFICE OF THE.....

U. K. - EUROPEAN TRANSPORT LIMITED.....

OR OF ANY CHANGE THEREIN.

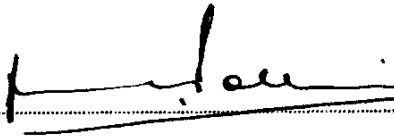
TO THE REGISTRAR OF COMPANIES.

U. K. - EUROPEAN TRANSPORT LIMITED.....

hereby gives you notice, in accordance with Section 89 of the Companies Act (Northern Ireland), 1982, that the Registered Office of the Company is situated at.....

171, Limestone Road, Belfast.

(Signature).....

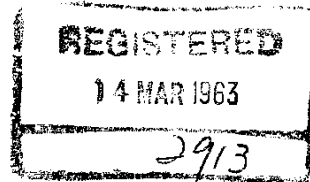


State whether Director or Manager or Secretary..... Director.....

Dated the third day of September, 1958.

This margin to be reserved for binding.

No. NI 4115 /17



cr 57-1

The Companies Act (Northern Ireland) 1960

COMPANY LIMITED BY SHARES



Special Resolution

of

U.K.-EUROPEAN TRANSPORT ~~LTD.~~ ^{LIMITED}
41 DONEGALL STREET, BELFAST

(Pursuant to the Companies Act (Northern Ireland) 1960, Sections 18 and 135)

(Passed 11th March 1963)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 26-28 Mark Lane, London, E.C.3., on the 11th March, 1963, the following SPECIAL RESOLUTION was passed:—

RESOLUTION

THAT the name of the Company be changed to

"FERRYMASTERS ~~LTD.~~"
LIMITED

J. J. Sutton Clarke

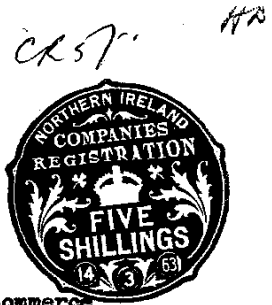
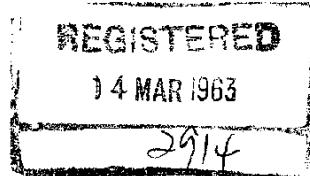
Secretary.

Certified to be a true copy.

[Signature] Director.

J. J. Sutton Clarke Secretary.

4115/18



GOVERNMENT OF NORTHERN IRELAND

Ministry of Commerce,

Chichester House,

64 Chichester Street,

Belfast, 1.

Reference No. Co.8088/2

Your Ref. JSC/JT

13th February, 1963.

Sir,

U.K. - EUROPEAN TRANSPORT LIMITED

With reference to your letter of the 31st January, 1963, addressed to the Registrar of Companies, I am to inform you that the Ministry of Commerce approves of the name of the above-mentioned Company being changed to:-

FERRYMASTERS LIMITED

This communication, together with a copy of the Special Resolution to change the name, should, within two months from this date, be tendered to the Registrar of Companies for Northern Ireland, Chichester House, 64 Chichester Street, Belfast, 1, as his authority for entering the new name on the Register and for issuing his Certificate under Section 18(3) of the Companies Act (Northern Ireland), 1960. The registration fees (ten shillings) should at the same time be forwarded to the Registrar.

I am, Sir,

Your obedient Servant,

for the Secretary

The Secretary,

U.K. - European Transport Limited,

26-28 Mark Lane,

LONDON E.C.3.

RECEIVED
12 FEB 1963
NORTH

DUPLICATE FOR THE FILE

No. N.I.4115



Certificate of Incorporation on Change of Name

Whereas

U.K.-EUROPEAN TRANSPORT LIMITED

was incorporated as a limited company under the Companies Act (Northern Ireland), 1932

on the thirtieth day of July, 1958

And whereas by special resolution of the Company and with the approval of the Ministry of Commerce it has changed its name;

Now therefore I hereby certify that the Company is a limited company incorporated under the name of FERRYMASTERS LIMITED

Given under my hand at Belfast, this fourteenth day of

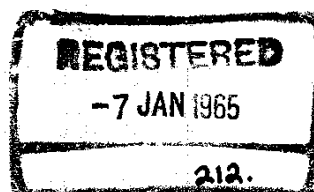
March, One thousand nine hundred and sixty-three

Joseph Edwards
Registrar of Companies for Northern Ireland.

Certificate ^{Sent} received by recorded post to Secretary,
26-28 Mark Lane, London EC3

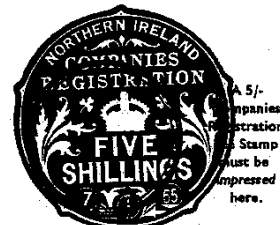
Date 29th March 1963.

No. of Company 4115/22



Price Sixpence
Excluding Purchase Tax
Form No. 103

THE COMPANIES ACT (Northern Ireland), 1960



Notice of Place where Register of Members is kept or of any change in that place.

(Pursuant to Section 107 (5).)

Name of Company { Ferrymasters Limited ✓

Presented by

Secretary

42, Donegall Quay,

Belfast

Wt 1603/215 500 10/61 WS&S Gp 109 340
Wt 2683/269 1000 2/62 417

MINISTRY OF COMMERCE
RECEIVED
-6 JAN 1965
COMPANIES REGISTRATION
NORTHERN IRELAND

NOTICE

Of Place where Register of Members is kept or of any change in that place.

TO THE REGISTRAR OF COMPANIES.

Ferrymasters

LIMITED

hereby gives you notice, in accordance with subsection (5) of Section 107 of the Companies Act (Northern Ireland), 1960, that the register of members of the company is kept at

42, Donegall Quay,

Belfast

(Signature) J. J. Sullivan

State whether Director or Secretary Secretary

Dated the First day of January 1965

This margin to be reserved for binding

No. of Company 4115 31 ✓

REGISTERED
30 APR 1969

Price Sixpence
Excluding Purchase Tax
Form No. 103

THE COMPANIES ACT (Northern Ireland), 1960



**Notice of Place where Register of Members
is kept or of any change in that place.**

Pursuant to Section 107 (5).

Name of
Company { FERRYMASTERS Limited. ✓

Presented by

COMPANY SECRETARY

MINISTRY OF COMMERCE
RECEIVED
29 APR 1969
COMPANIES REGISTRATION
NORTHERN IRELAND

A

Company number

4115 / 66

For official use

2

No fee payable

Name
Registered
office
address

FERRYMASTERS LTD.
REDLANDS ESTATE,
COASTGUARD ROAD,
LARNE HARBOUR,
LARNE,
CO. ANTRIM,
NORTHERN IRELAND.

The Companies Acts (Northern Ireland) 1960 and 1978

Notice of accounting reference date

Pursuant to Article 4(1) of the Companies (Northern Ireland) Order 1978

To the Registrar of Companies

Notes*Delete if
inappropriatePlease complete
in block letters
in bold black ink
or type.**Important**The accounting
reference date to be
entered alongside should
be completed as in the
following examples:31 March –
Day Month

3 1 0 3

5 April –
Day Month

0 5 0 4

31 December
Day Month

3 1 1 2

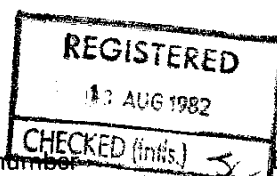
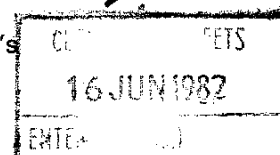
†Delete as appropriate

Name of Company:

FERRYMASTERS

Limited*

hereby gives you notice in accordance with paragraph (1) of
Article 4 of the Companies (Northern Ireland) Order 1978
that the accounting reference date on which the company's
accounting reference period is to be treated as coming
to an end in each successive year is as shown below:

Please mark X in the box
below if not a private
company

Company number

4115

Day Month

3 1 1 2

Signed

Date 10th June 1982

†Delete as appropriate

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

For official use only

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G

COMPANIES FORM No. 361

361

Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is, or has since 1 April 1961 always been, kept at the Registered Office.

Please do not write in this margin

Pursuant to Article 361(2) of the Companies (Northern Ireland) Order 1986.

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

* insert full name of company

†Delete as appropriate

To the Registrar of Companies

For official use

Company number

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

NI 4115 / 88

Name of company

* FERRYMASTERS LIMITED

gives notice that the register of members is ~~now~~† kept at:

REDLANDS ESTATE, COASTGUARD ROAD, LARNE HARBOUR

LARNE, CO ANTRIM, NORTHERN IRELAND

Postcode

Signed

[Director][Secretary]† Date

7.11.88

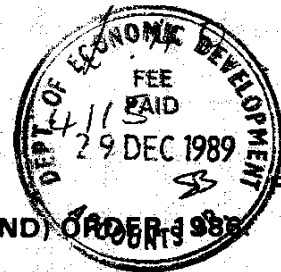
Presenter's name, address and reference (if any):

For official use
Public Office

Document Checking Section

REGISTERED
16 NOV 1988

CHECKED (S.M.)



CR 30

Form No. 16

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

***EXTRAORDINARY**
SPECIAL RESOLUTION

OF

FERRYMASTERS LIMITED

At an extraordinary General Meeting of the Members of the above-named company duly convened and held at STATION HOUSE, STAMFORD NEW ROAD, ALTRINCHAM, CHESHIRE

on the Eighteenth day of December 19 89

***Extraordinary**
the following Special Resolution was duly passed:

"That the name of the Company be changed to P&O Ferrymasters Limited."

Signature

Officer

*Delete whichever is not applicable

DUPLICATE FOR THE FILE



NI04115

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS

FERRYMASTERS LIMITED

originally called U.K.- EUROPEAN TRANSPORT LIMITED
was incorporated as a LIMITED COMPANY
under the COMPANIES ACT (NORTHERN IRELAND), 1932
on the thirtieth day of July 1958

AND WHEREAS by special resolution of the Company it has
again changed its name;

NOW THEREFORE I hereby certify that the Company is a
LIMITED COMPANY incorporated under the name of
P&O FERRYMASTERS LIMITED

Given under my hand at Belfast, this fifth
day of January One thousand nine hundred and ninety


Registrar of Companies for
Northern Ireland

Certificate
received by
SENT BY RD
TO

(CML)

Mr Colin Smith P&O Ferrymasters Limited

Station House, Stamford New Road

Altrincham Cheshire
WA14 1ER

Date

5/1/90

COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

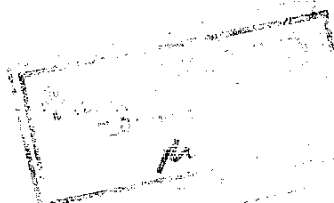
99

P&O FERRYMASTERS LIMITED

Passed 14 December 1990

Resolutions

1. That the authorised share capital of the Company be and it is hereby increased from £10,000 divided into 10,000 shares of £1.00 each to £1,500,000 by the creation of 1,490,000 shares of £1.00 each, to rank pari passu with the existing shares of £1.00 each.
2. That for the purpose of Article 90 of the Companies (Northern Ireland) Order 1986 the Directors for the time being of the Company are hereby authorised to allot up to the nominal amount of unissued share capital as created by the increase in share capital as set out in Resolution 1 above, such authority to remain in force for a maximum period of five years from the date hereof.
3. - That the Directors for the time being of the Company be authorised to allot equity securities (as defined in the Companies (Northern Ireland) Order 1986 pursuant to the authority given to them by Resolution 2 above as if Article 99 (1) of the Companies (Northern Ireland) Order 1986 did not apply to such allotment.



.....
Chairman of the Meeting

G

COMPANIES FORM No. 133

Notice of increase in nominal capital

133

Please do not
write in
this margin

Pursuant to Article 133(1) and (2) of the Companies (Northern Ireland) Order 1986.

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

*Insert full name
of company

To the Registrar of Companies

For official use

Company number

[] [] [] []

NI 4115

Name of company

* P&O FERRYMASTERS LIMITED

gives notice in accordance with Article 133 of the above Order, that by resolution of the company
dated 14 December 1990 the nominal capital of the company has been
increased by £ 1,490,000 beyond the registered capital of £ 10,000

A copy of the resolution authorising the increase is attached.†

† the copy must be
printed or in some
other form approved
by the registrar

The additional Capital is divided as follows:

Number of Shares	Class of Share	Nominal amount of each share
See Doc 49.		

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

PARI PASSU WITH EXISTING SHARES.

† delete as
appropriate

Signed

(Director) (Secretary) † Date

Please tick here if
continued overleaf

19.12.90

Presenter's name, address and
reference (if any).

For official use
Public Office

Document checking section

REGISTERED
16 JAN 1991

Certified a true and correct copy of the

95267

Memorandum and Articles of P&O Ferrymasters Limited

.....
Secretary

The Companies Act (Northern Ireland), 1932-1950

COMPANY LIMITED BY SHARES

Memorandum of Association

**U.K.-EUROPEAN TRANSPORT
LIMITED**

1. The Name of the Company is "U.K.—EUROPEAN TRANSPORT LIMITED."

2. The Registered Office of the Company will be situate in Northern Ireland.

3. The Objects for which the Company is established are—

- (A) To carry on all or any of the businesses of Agents, Builders, Manufacturers, Repairers, Hirers, Contractors, Storers, General Carriers and Letters on Hire of and Dealers in Motor Cars, Coaches, Char-a-bancs, Omnibuses, Vans, Lorries, Trailers, Flats, Palettes, Containers, Refrigerator Containers, Engines, Locomotives, Tractors, Railway and other Wagons, Carriages, Trucks, Rolling Stock of every description, Carts, Mobile and other Cranes, Lifting Gear, Excavators, Road Machinery of every description, Conveyor Equipment and Vehicles of every kind, and of and in all Plant, Machinery, Engines, Tools, Apparatus, Implements, Tools, Components, Parts and Accessories used or required in connection therewith or belonging thereto, Proprietors of Repairing and other Depots, Insurance Agents, Dealers in Petrol, Motor Spirit, Oils, Greases and other Lubricants and Illuminants and all other allied articles and Proprietors of Stores and Depots for the Supply thereof, Towage Proprietors, Tug, Barge and Ship Owners, Lightermen, Stevedores, Wharfingers, Freight Agents, Railway, Shipping and General Forwarding

Agents, Warehousemen, Packing and Removal Contractors, Garage, Stable and Depository Proprietors, Motor, Mechanical, Electrical and General Engineers, Plant and Machinery Hire Specialists, Hirers, Letters on Hire, Manufacturers, Repairers and Distributors of and Dealers in Contractors' Plant, Machinery, Implements and Tools of every description, Builders, Builders' Merchants, Timber Merchants, Furniture Manufacturers and Dealers, House, Shop and Office Furnishers and Fitters, Demolition Contractors, Paviers, Road Contractors, Wheelwrights, Blacksmiths, Copper-smiths, Iron Founders, General Metal Workers, Coach and Body Builders and Painters, Harness Makers, Merchants of and Dealers in Corn, Straw and Fodder of all kinds, Lime, Cement, Concrete and Building Materials of every description and Coal, Coke and Patent Fuels, Commission and General Agents, House, Land and Estate Agents, Property Owners, and General Merchants, Agents, Factors, Traders and Dealers.

- (B) To buy, sell, manufacture, instal, maintain, repair and deal in (on the hire purchase or easy-payment system or otherwise) plant, machinery, appliances, materials, accessories, articles, commodities and things of all kinds and of every description capable of being used for the purposes of the above-mentioned businesses, or any of them, or likely to be required by customers of or persons having dealings with the Company.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways,

tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (F) To apply for, register, purchase, or by other means acquire, and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To sell, lease, let on hire, surrender, dispose of, or otherwise turn to account or make any arrangements for the development or working or disposal of or otherwise deal with the whole or any part of the business, undertaking, property, and assets of the Company, or any Share or interest therein, and to make and carry into effect any arrangements for amalgamation, or for carrying on business together or in connection with any other company, corporation, or person, or for working any other similar or analogous undertaking, and on any such sale, disposition, or arrangement to accept payment in whole or in part in shares

(whether fully or partly paid up), bonds, debentures, or other securities, and subject to any restriction or condition as to transfer or otherwise.

- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, provisional order, or licence of the Minister of Commerce or other authority 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) 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, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employés, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of

any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (u) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To register the Company or constitute or incorporate it as an anonymous or other society in any country, and to take all steps which may be necessary or expedient to enable it to carry on business in any country.
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees (with or without remuneration), contractors, or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Fifteen Million Pounds divided into Fifteen Million Shares of One Pound each.

The Company has power from time to time to increase or reduce its Capital and to consolidate or subdivide the Shares into Shares of larger or smaller denominations. Any new Shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of Dividend or repayment of Capital, or both, or any such other special privilege or advantage over any Shares previously issued or then about to be issued, or with such deferred rights as compared with any other Shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued Shares shall not be affected or interfered with except in manner provided in Clause 3 of Table A in the First Schedule to The Companies Act (Northern Ireland), 1932.

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
JOHN MACNAUGHTON SIDNEY ROBINSWOOD EFFINGHAM SURREY. <i>J.D.M. Sidney</i> SHIPPING AGENT.	ONE.
CECIL NORMAN HUMWICK 183 CORRINGTON ROAD, STAMFORD-LE-HOPE ESSEX. <i>C. Humwick</i> SHIPPING AGENT	ONE

Dated the 25th day of July 1958.

Witness to the above Signatures—

J. F. Gudgeon

DENY GEORGE FREDERICK GUDGEON
 10 BURY ROAD,
 STOKE D'ABERNON,
 COBHAM,
 SURREY
 SHIPPING AGENT;

The Companies Act (Northern Ireland), 1932-1950

COMPANY LIMITED BY SHARES

Articles of Association
OF
**U.K.-EUROPEAN TRANSPORT
LIMITED**

PRELIMINARY.

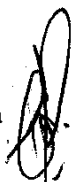
1. The regulations contained in Table A in the First Schedule to The Companies Act (Northern Ireland), 1932 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 2, 15, 17, 18, 30, 31, 32, 33, 45, 66 and 69 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.

2. The Company shall be a "Private Company" within the meaning of the Act and accordingly:—

- (A) No invitation shall be issued to the public to subscribe for any Shares or Debentures of the Company.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company) shall be limited to fifty, provided that for the purposes of this provision, where two or more persons hold one or more Shares in the Company jointly they shall be treated as a single Member.
- (C) The right to transfer the Shares of the Company shall be restricted in manner hereinafter appearing.

SHARE CAPITAL.

3. The Share Capital of the Company shall be Fifteen Million Pounds, divided into Fifteen Million Shares of One Pound each.



SHARES.

4. The Shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Subject as aforesaid, the Shares of the Company shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no Shares shall be issued at a discount except in accordance with Section 47 of the Act. Any Preference Share may, with the sanction of a resolution, be issued upon the terms that it is or at the option of the Company is liable to be redeemed. A Share may be issued on terms providing that it shall rank for Dividend as from a particular date.

5. The Directors may make arrangements on the issue of Shares, for a difference between the holders of such Shares in the amount of the calls to be paid and the time of payment of such calls.

TRANSFER OF SHARES.

6. Subject to the restrictions of these Articles, Shares shall be transferable, but every transfer must be in writing in the usual form, or in such other form as the Directors shall from time to time approve, and must be left at the Office of the Company accompanied by the Certificate of the Shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

7. Any Share in the Company may be transferred by a Member to his or her wife or husband or to any lineal descendant or ascendant or to any other Member, or to any nominee approved of by the Directors, and any Share of a deceased Member may be transferred by his executors or administrators to any such relative or to any Member.

8. The Directors may refuse to register any transfer of Shares other than a transfer made pursuant to Article 7 hereof; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

9. The Directors may raise or borrow money from any persons for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the undertaking, assets, and property of the Company or not so charged, or may for the purpose of such borrowing accept or endorse on behalf of the Company any promissory notes or bills of exchange.

10. Any Debentures, Bonds, or other instruments or securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of Shares, or otherwise, as the Directors may from time to time determine.

11. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company, including the uncalled Capital, by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

12. The Register of Mortgages shall be open to the inspection of any creditor or Member of the Company without payment and of any other person on payment of the sum of one shilling for each inspection.

13. A Register of the holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the registered holders of such Debentures and the holders of Shares in the Company, subject to such restrictions as the Company in General Meeting may impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

PROCEEDINGS AT GENERAL MEETINGS.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Two Members personally present shall be a quorum.

15. A Director of the Company shall not be required to hold any qualifying shares.

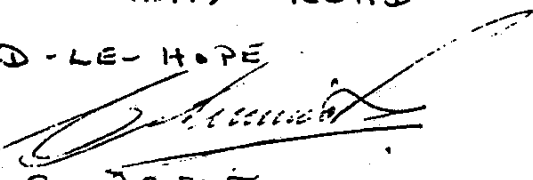
WINDING UP.

16. If the Company shall be wound up the assets of the Company available for distribution among the Members shall be distributed among the Members in proportion to the number of Shares held by them respectively.

17. With the sanction of an Extraordinary Resolution of the Shareholders any part of the assets of the Company, including any Shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

JOHN MACMAUGHTON SIDDEY
ROBINSWOOD
EFFINGHAM
SURREY. J.D.R. Siding
SHIPPING AGENT

CECIL MORDAM HUMWICK
183 CORTINGHAM ROAD
STANFORD-LE-HOPE
ESSEX

SHIPPING AGENT

Dated the 25th day of July 1958.

Witness to the above Signatures—



DENIS GEORGE FREDERICK GUDGEON
10 DRAY ROAD,
STOKE D'ABERNON,
COOHAM,
SURREY
SHIPPING AGENT.

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

of

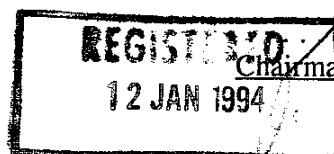
P&O FERRYMASTERS LIMITED

Passed 22nd December 1993

At an Extraordinary General Meeting of the Company duly convened and held on 22nd December 1993 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. That the authorised share capital of the Company be and it is hereby increased from £1,500,000 divided into 1,500,000 shares of £1 each to £15,000,000 by the creation of an additional 13,500,000 shares of £1 each, to rank pari passu with the existing shares of £1 each.
2. That for the purpose of Article 90 of the Companies (N.I.) Order 1986 the Directors for the time being of the Company are hereby authorised to allot up to the nominal amount of unissued share capital as created by the increase in share capital as set out in Resolution 1 above, such authority to remain in force for a maximum period of five years from the date hereof.
3. That the Directors for the time being of the Company be authorised to allot equity securities (as defined in the Companies (N.I.) Order 1986) pursuant to the authority given to them by Resolution 2 above as if Article 99(1) of the Companies (N.I.) Order 1986 did not apply to such allotment.





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NI04115

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS

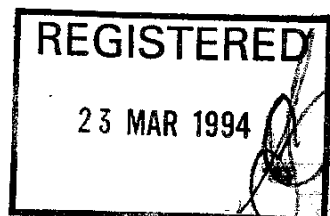
FERRYMASTERS LIMITED

originally called U.K.- EUROPEAN TRANSPORT LIMITED
was incorporated as a LIMITED COMPANY
under the COMPANIES ACT (NORTHERN IRELAND), 1932
on the thirtieth day of July 1958

AND WHEREAS by special resolution of the Company it has
again changed its name;

NOW THEREFORE I hereby certify that the Company is a
LIMITED COMPANY incorporated under the name of
P&O FERRYMASTERS LIMITED

Given under my hand at Belfast, this fifth
day of January One thousand nine hundred and ninety




Registrar of Companies for
Northern Ireland

No. N.I.4115



Certificate of Incorporation on Change of Name

Whereas

U.K.-EUROPEAN TRANSPORT LIMITED

was incorporated as a limited company under the Companies Act (Northern Ireland), 1932

on the thirtieth day of July, 1958

And whereas by special resolution of the Company and with the approval of the Ministry of Commerce it has changed its name;

Now therefore I hereby certify that the Company is a limited company incorporated under the name of FERRYMASTERS LIMITED

Given under my hand at Belfast, this fourteenth day of

March One thousand nine hundred and sixty-three

Registrar of Companies for Northern Ireland.