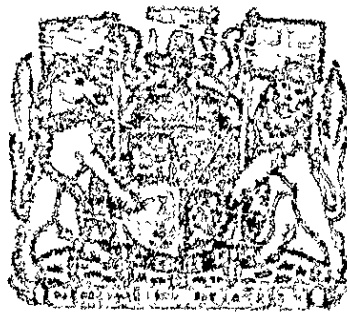


37636.



CERTIFICATE OF INCORPORATION

I Hereby Certify

W. H. Rankin Limited

is duly incorporated under the Companies Act, 1948, and that this Company is
limited.

at London, this Twenty-fourth day of
November 19Sixty-three
the Thousand Nine Hundred and

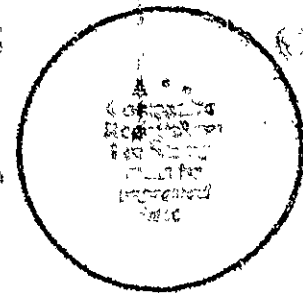
J. B. Laid
Registrar of Companies

37616

43

Name of Company

THE COMPANIES ACT, 1948



DECLARATION of compliance with the requirements of the Companies Act, 1948, on Application for Registration of a Company

Dated this 1st day of September 1963

Name of Director

W. H. RANKIN

I declare

I, JAMES MELVILLE NIVEN (The Applicant)

10 LANESIDE DRIVE, GLASGOW 3 do solemnly and sincerely

state that I am for a person named in the Articles of Association as a Director

W. H. RANKIN

I signed

And that all the requirements of the Companies Act, 1948, 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 Glasgow

On this 1st day of September 1963

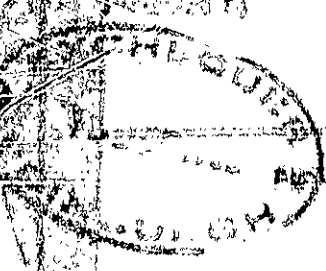
James Melville Niven

James Melville Niven
Secretary for Affairs

I, the undersigned, being a person named in the Articles of Association of the Company, do hereby declare that I am for a person named in the Articles of Association as a Director of the Company, and that I am for a person named in the Articles of Association as a Director of the Company, and that I am for a person named in the Articles of Association as a Director of the Company.

Witnessed by

THE CHARTERED ACCOUNTANTS
19, WARRIOR STREET, GLASGOW 3
Tel. 043 8871043



BUSINESS ECONOMY PRODUCTS LTD., Company Registration No. 1015400
8th Floor, London, W. 1, 8th & 10th Weller Street, Fenchurch Lane

48026

3964
7



The Companies Act, 1945



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

THE COMPANY LIMITED BY SHARES

1. The name of the Company is: "THE COMPANY LIMITED BY SHARES".
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are:-
 - (a) To carry on the business or businesses of civil engineering, building and public works contractors, quarrymasters, sand, gravel and builders merchants, plant hirers, commission agents, builders and contractors, demolition contractors, painters, decorators, public works contractors, civil engineers, sanitary engineers, shop fitters, plumbers, electrical, hydraulic, mechanical and general engineers and contractors, carpenters and joiners; shop, office and house furnishers, warehousemen, storage contractors and general merchants; builders' and decorators' merchants and as manufacturers of and dealers and workers in natural and artificial stone of all kinds, slabs, blocks, or other products manufactured in stone, wood, breeze, concrete, cement, asbestos or a combination of these or other materials, steel, iron and other metals and non-metallic minerals, bricks, tiles, earthenware, clay, china, porcelain, terra cotta, lime, cement, plates, glass, timber, asbestos, wall boards, wall papers, doors, windows, cisterns, baths, basins and sanitary ware, stoves, heating and lighting apparatus and fittings, builders' and decorators' plant, materials and requisites of every description; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, agents, manufacturers, wholesalers or retailers, or otherwise.
 - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manufacture, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses whether as principals, agents, trustees, manufacturers, sell or purchase specialists, advertising agents and contractors, or purchase financiers or otherwise in all kinds of representative branches.

48037

- (3) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (4) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (5) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (6) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (7) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (8) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

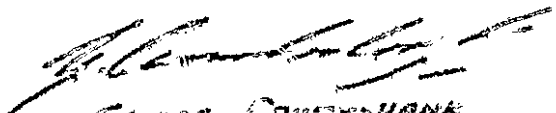
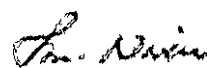
To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

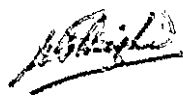
5. The Share Capital of the Company is £5,000 divided into 20,000 shares of 5/- each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

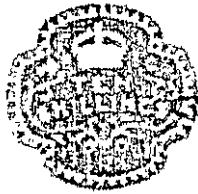
WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
 GEORGE CRUICKSHANK 31 VICTORIA STREET FRASERBURGH. CIVIL ENGINEER	6000 Six thousand Six THOUSAND.
 JAMES MELVILLE NIVEN 10, LANCEIDE DRIVE GLASGOW, S. S. CIVIL ENGINEER	6000 Six THOUSAND Six thousand

DATED the 9th day of December 1963.

WITNESS to the above signatures—


 WILLIAM GEORGE RITCHIE
 MANHATTAN
 ROUND RIDING ROAD
 DUMFRIES.
 ENGINEER



3448
3
The Companies Act, 1948

CO. 51
GUTH.

COMPANY LIMITED BY SHARES

Articles of Association OF

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, the Clauses in Part I of Table A numbered 24, 33 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The Shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

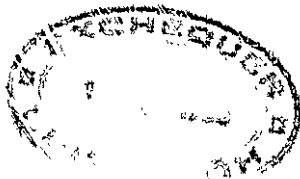
4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or Administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

5. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their



No. 48039

right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

13. The first Director(s) of the Company shall be:-
WILLIAM HUNTER TANKIN and ALISTAIR SINHAIRD.

FIRST SECRETARY

14. The first Secretary of the Company shall be:-
JAMES HENRIKSEN NIVEN.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

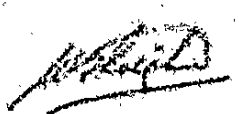
~~James J. Niven~~
GEORGE CRICKSHANK
37 VICTORIA STREET
FRASERBURCH
CIVIL ENGINEER

~~James J. Niven~~
JAMES J. NIVEN
10 LANSIDE DRIVE
GLASGOW, S.S.
CIVIL ENGINEER

DATED the 9th day of December

1903

WITNESS to the above signatures:—


WILLIAM GEORGE RITCHIE
MANHATTAN
ROUND RIDING ROAD,
DUMFRIES.
ENGINEER.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

N.H. BARKIN LIMITED

No. of Company

3468
14

1913, July 25

Limited No. 25

£ £ £
2 2 5

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1913



W. H. RANKIN

LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891
(Note:—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1913).

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

REGISTERED UNDER THE COMPANIES ACT, 1906, IN THE REGISTER OF COMPANIES, LONDON.

The NOMINAL CAPITAL of

W. H. RANKIN

Limited

£ 5000

, divided into 20,000 shares of 5/- each

Signature

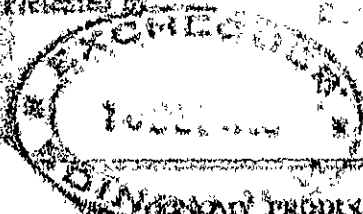
John Nunn

Date 7th December 1913.

State whether Director or Secretary

Secretary

Presented by



REGISTRAR OF COMPANIES
LONDON
Tel. EAL 1107/1108

48080

EDINBURGH PRODUCTS LTD., (Company Registration Agents, 154 STRAND, LONDON, W.C.2)

THE COMPANIES ACT 1948



Occupation
Registration Fee
License Fee
De registration
Fee

Notice of Place where Register of Members is kept
or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

W. A. R. 1910

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Printed by

OF THE MINISTERS OF COMPANIES.

hereby gives you notice, in accordance with subsection (3) of section 110 of the Companies Act, 1948, that the register of members of the Company is kept at 102, The Arcade, London, W.1

Signature

(State whether
Director or Secretary)

Dated the _____ day of _____ 1965

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED EXCEPT WHERE SHOWN OTHERWISE

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

To the REGISTRAR OF COMPANIES.

_____ LIMITED
hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at _____

Signature _____

(State whether
Director or Secretary) _____

Dated the _____ day of _____ 1965.

NOTE: This Article is reserved for binding and must not be written across.

20
The Companies Acts, 1948 and 1967.

COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

**W. H. RANKIN
LIMITED.**

Passed 20th May, 1968.

AT AN EXTRAORDINARY GENERAL MEETING of W. H. RANKIN LIMITED, held at 185 St. Vincent Street, Glasgow, C.2, on Monday the 20th day of May, 1968, at 10 a.m., the following Resolution was passed as an Ordinary Resolution:—

" That the share capital of the Company be increased to £50,000 by the creation of 180,000 shares of five shillings each."

(WIM GRANT)

REGISTERED

- 6 JUN 1968

26105



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

W. H. RANKIN

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of £2 is payable on this Notice in addition to the Board of Trade Registration Fee (if any) and the Capital Duty payable on the increase of Capital (see Twelfth Schedule to the Act.)

Presented by

Document Filer's Reference

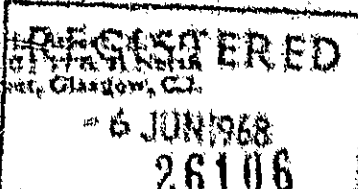
Taylor, Lander & Gernivill C.A.
185 St. Vincent Street
Glasgow C.2.

Form No. 10

The Stationery and Printing Society, Limited
221-222 Fleet Street, E.C.4, 1 The Minster, E.C.4, 18 Bedford Row, W.C.1 & Victoria
181 Warwick Street, W.1, 25-27 Newhall Street, Birmingham, 21 31 Charles Street, Cardiff, 177-179
Market Street, Liverpool, 2, 25-27 John Dalton Street, Manchester, 21 and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies Act



TO THE REGISTRAR OF COMPANIES,

W. H. RANKIN

Limited, hereby gives you notice, pursuant to

Section 43 of the Companies Act, 1948, that by a *Ordinary* Resolution of the Company dated the *20th* day of *May* 196*8* the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ *45,000* beyond the Registered Capital of £ *5,000*.

The additional Capital is divided as follows:—

Number of Shares
280,000

Class of Share
Ordinary

Nominal amount
of each Share
Five Shillings

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

Ranking pari passu in all respects with the existing ordinary shares.

* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

Dated the *27th* day of *May* 196*8*

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

29886 22

THE STAMP ACT, 1891

(34 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

W. H. RANKIN

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filer's Reference

James Lander & General CA.

185 St. Vincent Street.

Glasgow C2

Form No. 26a

The Directors' Law Stationery Society, Limited.

240, 242 Abchurch Lane, E.C. 4. 5 Rochester, E.S. 1. 49 Bedford Row, W.C.1. 4 Victoria Street, S.W.1. 9 & 21 North
25 Abchurch Lane, E.C. 4. 25 1/2 Newhall Street, Birmingham, A.1. 21 Charles Street, Cardiff. 25 1/2 John Dalton Street, Manchester, 21. 157 Hope Street, Glasgow, S. 2. 157 Hope Street, Glasgow, S. 2. 157 Hope Street, Glasgow, S. 2.

PRINTED AND PUBLISHED BY COMPANIES' BOOKS AND FORMS

REGISTERED

No. 26107

THE NOMINAL CAPITAL

OF

W. H. Rankin

Limited

has by a Resolution of the Company dated
20th May 1968 been increased by

the addition thereto of the sum of £45.00-0,

divided into :-

180 000 ordinary Shares of 5/- each

Shares of _____ each

beyond the registered Capital of £5000

Signature

(State whether Director or Secretary)

Secretary

Dated this 27th 5

day of May 1968

Note—This margin is reserved for binding and must not be written across

50686

25

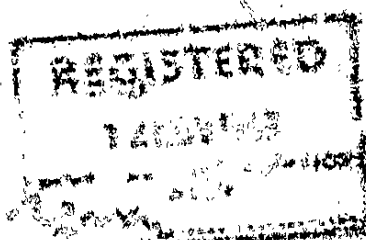
Passed on the 21st day of October 1969

At an Extraordinary General Meeting of the Members
of the above-named company held at 9 Grosvenor Gardens
London
W.1, on the 21st day of October, 1969 at 4.35
p.m. the following resolutions were duly passed as
a special resolution of the Company:-

RESOLUTION

1. THAT the resolutions contained in the printed
document on production to the Meeting and signed by the
Chairman for the purpose of incorporation be and they
are hereby adopted as the articles of association of the
company, the said resolutions being to the exclusion of all
other articles of association.

Witness my hand and seal this 21st day of October, 1969.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

OF

W.H. RANKIN, LIMITED

(Adopted by a Special Resolution passed
on the 21st day of October 1969)

PRELIMINARY

1. Subject as herein provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the above-named W.H. RANKIN LIMITED (in these Articles called "the Company").

2. (A) Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 2, 3, 4, 22, 24, 53, 75 to 77, 87 to 94, 106 to 108, 135 and 136 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

(B) Regulation 3 of Part II of Table A shall be deemed to be deleted.

(C) These Articles of Association and those regulations in Parts I and II of Table A incorporated herein shall take effect subject to the requirements of the Companies Act, 1967 (as modified or re-enacted from time to time) and of every other act for the time being in force concerning joint stock companies and affecting the Company.

(b) In these Articles "the Statutes" shall mean the Companies Acts, 1948 and 1967 and every other Act for the time being in force concerning joint stock companies and affecting the Company.

SHARE CAPITAL

3. The Share Capital of the Company at the date of adoption of these Articles is £50,000 divided into 200,000 Ordinary Shares of 5/- each.

4. (A) Unless otherwise determined by the Company by Ordinary Resolution or otherwise agreed in writing by the holders of all the shares for the time being issued, all unissued shares shall before issue be offered for subscription to the members in proportion as nearly as the circumstances will admit to the number of shares then held by them.

(B) Any such offer as aforesaid shall be made by notice specifying the number and class of shares and the price at which the shares are offered and limiting the time (not being less than 28 days, unless the member to whom the offer is to be made otherwise agrees) within which the offer if not accepted will be deemed to be declined.

(C) Subject as aforesaid all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

(D) Without prejudice to any special rights or privileges attached to any then existing shares in the Capital of the Company, any new shares may be issued upon such terms and conditions, and with such rights and privileges attached thereto, as the Company by Ordinary Resolution may direct, or, if no such direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential, qualified or deferred right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting, and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed.

TRANSFER OF SHARES

5. (A) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of

any share, whether or not it is a fully paid share. The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee), and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Shares of different classes shall not be comprised in the same instrument of transfer.

(u) No share shall in any circumstances be allotted transferred to or renounced in favour of any infant bankrupt or person of unsound mind.

MODIFICATION OF CLASS RIGHTS

6. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class.

LIEN AND CALLS ON SHARES

7. In Regulation 11 of Part I of Table A the words and brackets "(not being a fully-paid share)" and "(other than fully-paid shares)" shall be deemed to be deleted.

8. In Regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

GENERAL MEETINGS

9. (A) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies.

(u) The penultimate sentence in Regulation 47 of Part I of Table A shall be deemed to be deleted.

(c) Regulation 54 of Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

(p) The penultimate paragraph of Regulation 58 of Part I of Table A shall be modified by inserting after the words "or lost" the words "or not carried by a particular majority".

DIRECTORS

10. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company be less than two in number.

11. (A) The last sentence in Regulation 95 of Part I of Table A shall be deemed to be deleted.

(n) The Directors shall not be subject to retirement by rotation and the last sentence of Regulation 97 of Part I of Table A shall be deemed to be deleted.

(c) The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:—

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notice of such meetings."

12. The Directors shall be entitled to be paid out of the funds of the Company all their travelling, hotel and other expenses, properly incurred by them in and about the business of the Company, including their expenses of travelling to and from meetings of the Directors, or Committee Meetings, or General Meetings. The Directors may be paid out of the funds of the Company by way of ordinary remuneration (which shall be deemed to accrue from day to day) for their services as Directors (as distinct from remuneration as the holders of any Executive or other office) such sum as the Company shall, by Ordinary Resolution from time to time, determine. Unless the Company shall by Ordinary Resolution direct to the contrary such remuneration shall be divided between the Directors in such shares as they shall agree and in default of agreement it shall be divided between them equally.

13. (A) A Director need not hold any share qualification, but a Director or an alternate Director acting in his place (other than a

Director or such alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part 1 of Table A shall be deemed to be modified accordingly.

(n) No Director shall vacate his office or be ineligible for re-election as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

14. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by two directors or one director and the secretary of such company on its behalf. Any such appointment or removal shall take effect when the Notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

15. A Resolution in writing signed or approved by letter, telegram or telex by every member of the Board for the time being entitled to receive notice of a meeting of the Directors, shall have the same effect and validity as a Resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

ALTERNATE DIRECTORS

16. Each Director shall have the power to nominate any other Director, or with the approval of a majority of the other Directors, any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the

duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company. A Director retiring at a General Meeting of the Company who is re-elected a Director at the same meeting shall not for the purposes of this Article be deemed to have vacated his office as a Director.

DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall *ipso facto* be vacated:—
- (A) If he is prohibited from being a Director by reason of any order made under the Act; or
 - (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors; or
 - (C) If he is found a lunatic or becomes of unsound mind; or
 - (D) If he absents himself from attendance at meetings of the Directors continuously for the period of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office; or
 - (E) Save as provided by any contract between him and the Company to the contrary, if, by notice in writing to the Company he resigns his office; or
 - (F) If he is removed by Ordinary Resolution of the Company as provided by Resolution 96 of Part I of Table A; or
 - (G) If he is removed pursuant to Article 14.

BORROWING POWERS

18. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the regulation shall be deemed to be

deleted and the following proviso shall be deemed to be substituted therefor:—

"Provided that the Directors shall not, if and so long as the Company is at any time a subsidiary company of any other company, exercise the rights conferred on them by this regulation in any manner contrary to any restrictions as to borrowing imposed on its Holding Company and the Holding Company's subsidiary companies."

POWERS AND DUTIES OF DIRECTORS

19. (A) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation funds or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service in any capacity of the Company, or of any subsidiary company of the Company or of the predecessors in business of the Company or any such subsidiary company and the relations, connections or dependants of any such persons.

(B) The Directors may also procure the establishment and subsidy of or subscription or support to any institutions, associations, clubs, funds, or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscription or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(C) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

(D) The powers vested in the Directors by this Article shall be in addition to any other provision in these Articles.

20. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if shall so vote his vote shall be counted and he shall be counted in calculating a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

21. In Regulation 86 of Part I of Table A the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be deemed to be deleted.

MANAGING DIRECTORS AND OTHER APPOINTMENTS

22. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors or to hold such other office in the management, administration or conduct of the business of the Company for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement as Managing Director or a Director appointed to any other office as aforesaid shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and unless the Directors shall resolve to the contrary shall *ipso facto* and immediately cease to be Managing Director or to hold such other office in the management, administration or conduct of, the business of the Company if he cease to hold the office of Director from any cause.

REMUNERATION OF MANAGING DIRECTORS AND OTHERS

23. The remuneration and other terms and conditions of appointment of a Managing Director or Director holding any other office in the management administration or conduct of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested or other participation in any such profits, or (subject to the approval of the Company in General Meeting in any case in which such approval is required by Section 191 of the Act) by provision for himself or any of his dependants (whether by way of pension, superannuation, life assurance or other benefits) after determination of his services, or by any or all or partly by one and partly by another or others of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to the fees to which he shall be entitled as a Director of the Company.

REGISTERS

24. The Register of Members, the Registers of the interests of the Directors and of their families, and the copies or memoranda of

Directors' service contracts required by the Statutes to be maintained and available for inspection may be closed to inspection at such times and for such periods as the Directors may (subject to the Statutes) from time to time determine.

NOTICES

25. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter envelope or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

INDEMNITY

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

WINDING UP

27. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such Resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such Resolution were a Special Resolution passed pursuant to Section 287 of the Act.

No. of Companies: 75086

THE COMPANIES ACTS, 1948 & 1967

Ordinary Resolution

of

W. H. RANKIN LIMITED

Passed on the 14th day of November 1969

At an Extraordinary General Meeting of the Members of the above-named Company held at 22 St. Machar Road, Aberdeen the following Ordinary Resolution was duly passed:-

R E S O L U T I O N

"That each four Ordinary Shares of 5/- each in the Capital of the Company be and they are hereby Consolidated into one Ordinary Share of £1."

John Rankin
CHAIRMAN

NOTICE of CONSOLIDATION, DIVISION, SUB DIVISION, or CONVERSION

STATE STOCK of SHARES, specifying the SHARES as Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preferred
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 66 of the Companies Act, 1913).

Pursuant to Section 62,

W. H. RANKIN

LIMITED

Printed by

Document Filer's Reference

Nature, Davidson & Syco

224 Charlotte Square.

Reference 242 422.

Form No. 28
(The filing fee is \$2.)

The Solicitors' Law Stationery Society, Limited
 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855,

RESEARCH OF THE FUTURE

Expenditure on

TO THE REGISTRAR OF COMPANIES.

W.H. RANKIN

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1913,

that by an ordinary Resolution dated 14th November, 1969
each four ordinary shares of 5/- each were consolidated
into one ordinary share of £1

(Signature)

John Owen

(State whether Director or Secretary)

DIRECTOR

Dated the 14th

day of

November

1969

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

29696 / 36

Form No. 101
(Amalgamated)
for private use

THE COMPANIES ACTS 1948 TO 1967

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

Printed in the name of the Registrar of Companies for the year 1968

Director of Companies Registration

Name of company *H. H. Rankin* Limited

For the purpose of the Companies Act 1948, the company is a company limited by shares

and the register of members of the company is kept at

*SAND BANK
HAGG*

* Delete "Limited" if not applicable

Signed *A. H. Rankin*

State whether *Secretary*
Director or Secretary

Date *14th May 1974*

Received by

*The Secretary
H. H. Rankin Limited
Sandbank
Hagg*

Printed in the name of the Registrar of Companies for the year 1968



Department of Trade and Industry

COMPANIES REGISTRATION OFFICE

102 George Street Edinburgh EH2 3DJ

Telephone 031-225-5774 and 4458 ext 142 ⁵⁷⁷⁹

W. H. RANKIN LIMITED

FORTH HOUSE
NORTH ROAD
INVERKEITHING
FIFE KY11 1HG

Your reference

Our reference DISS5/
039686

Date

26 February 1988

COMPANIES ACT 1985

In pursuance of section 652(3) of the Act the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of the company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

J. WALLACE

for Registrar of Companies

DISS5

COMPANY NUMBER 0039686

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

W H RANKIN LIMITED

At the Annual General Meeting of W H Rankin Limited convened and held at Forth House, North Road, Inverkeithing, Fife on 14th June 1991 the following Resolution was duly passed as a special Resolution of the Company:-

Resolution

That in accordance with Section S250 of the Companies Act 1985, the company being dormant under that section, Section 384 of the Companies Act 1985 shall not apply and accordingly no auditors shall be appointed.



CHAIRMAN

