

CERTIFICATE OF INCORPORATION

No. 48123

I hereby certify that

Pennant Plant Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 25 November 1970

J. E. I. MONTAGU

Registrar of Companies

No. of Company 48123/1

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

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on
application for registration of a Company.

Pursuant to Section 15 (2)

Name of Company } PENNANT PLANT
.....
..... Limited.

I, THOMAS BECK WRIGHT
of 16 Heriot Row, Edinburgh

Do solemnly and sincerely declare that I am (*) Solicitor
engaged in the formation

of PENNANT PLANT

..... Limited.
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 EDINBURGH

the 19th day of November

one thousand nine hundred and Seventy

before me.

Notary Public
(b) A-Commissioner-for-Oaths

- (a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged in the formation," or "A person named in the Articles of Association as a Director," or "A person named in the Articles of Association as a Secretary,"
(b) or Notary Public or Justice of the Peace.

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

COMPANIES OFFICE

48123/2.



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
PENNANT PLANT LIMITED.

- I. The name of the Company is "PENNANT PLANT LIMITED".
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are to carry on in all their respective branches all or any of the following businesses:-
- (1) (a) To buy, sell, hire, let on hire, operate, manufacture and deal in, dumpers, plant, machinery, implements, vehicles, apparatus and tools suitable for or used in or in connection with civil engineering, private and public works.
 - (b) To carry on business as excavators, tree fellers, land clearers, demolition contractors, house breakers, public works contractors, road makers, paviors, builders, plasterers, painters, plumbers, mechanical, electrical, constructional and general engineers.
 - (c) To carry on business as manufacturers, exporters and importers of, and dealers in building and road making materials of all kinds, and to sell and deal in all products of demolition, salvage and dismantlement.
 - (d) To carry on business as motor and general engineers, electricians, coach and carriage builders, body builders, tyre manufacturers

and repairers, tube makers, vulcanisers, annealers, enamellers, electroplaters, painters, varnishers and upholsterers.

- (e) To buy, sell, hire, let on hire, manufacture, deal in, factor, repair, alter, dismantle, store or otherwise deal with new and second-hand automobiles, motor cars, motor cycles, wireless instruments and parts, cycles and petrol driven wagons and lorries, tractors, traction engines, gas and oil engines, wagons and carriages of all kinds, conveyances and vehicles whether for road or other traffic, and any motors or parts of motors applicable thereto, and all machinery, utensils, apparatus and implements, tools, accessories, parts, materials, and things required or capable of being used in connection therewith or in the construction thereof or employed in or about any such business.
- (f) To carry on business as proprietors of garages and service stations, private and public conveyances, and suppliers of petrol and all kinds of spirits, liquids or other substances and things employed or used in the propulsion of mechanically driven vehicles, cycles and carriages of every description, lubricating and other oils, cements, solutions, paint, varnish, enamel, grease and all other things usually made or dealt in at motor garages and stores or used in the construction of any track, ground or surface adapted for the use of conveyances and vehicles of every description.
- (g) To carry on business as general carriers, haulage contractors and forwarding agents, warehousemen, bonded carmen and common carriers, clearing-house proprietors, and to purchase, charter, hire or otherwise acquire motor vehicles, horse vehicles, traction engines, tractors, steam or petrol rollers or any other road vehicle.
- (h) To manufacture, distil and blend oil, petrol, spirits, benzol, benzine, grease and similar substances; to mine and deal in sand and gravel and manufacture and deal in cement.
- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any roads, stores, buildings, shops, factories, works, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled capital of the Company.
- (7) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (8) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (9) To pay all the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (10) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly to benefit the Company.
- (11) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.

- (12) To amalgamate with any company having objects similar to those of this Company.
- (13) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company, having objects altogether or in part similar to those of this Company.
- (14) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (15) To establish and support, or to aid in the establishment and support of, any club, institution, or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (16) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (17) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (18) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (19) To distribute any of the property of the Company among its Members in specie.
- (20) To take, make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal or other proceedings, references, arbitrations, compromises, arrangements, and all other acts, matters and things which shall at any time appear incidental or conducive to or expedient for the promotion or protection of the Company's rights, properties or interests or the attainment of any of its objects.
- (21) To do all such things as are incidental or conducive to the attainment of the above objects or any of them, and the objects specified in each

of the paragraphs in this Memorandum shall be regarded as independent objects, and accordingly shall be in no wise limited or restricted (except when otherwise expressed in such paragraph) by reference to the objects indicated in any other paragraph, or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

IV. The liability of the Members is limited.

V. The Share Capital of the Company is £10,000 divided into 40,000 Ordinary Shares of 5/- each.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>Thomas Beck Hedges</i> <i>16. Henriot Row.</i> <i>Edinburgh</i> <i>Salicatus Sapples Cars</i>	<i>One</i>
<i>Ear David Miller</i> <i>16 Henriot Row</i> <i>Edinburgh.</i> <i>Writer to the Signet</i>	<i>One</i>

DATED this Seventeenth day of November Nineteen
Hundred and Seventy.

WITNESS to the above Signatures:--

Margaret A. Adamson.
16 Henriot Row,
Edinburgh.
Secretary.

48123/3

7.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

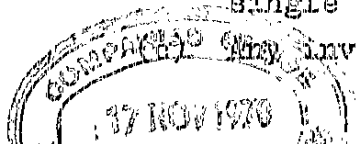
PENNANT PLANT LIMITED.

PRELIMINARY

1. Subject as hereinafter provided, the Regulation in Table "A" (Part I) in the First Schedule to the Companies Act, 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act, 1948, which is hereinafter referred as "the Act", and accordingly:-

- (a) The right to transfer Shares is restricted in manner hereinafter provided.
- (b) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly they shall, for the purpose of this Article, be treated as a single person.



Any invitation to the Public to subscribe for

any Shares or debentures of the Company is prohibited.

- (d) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call on any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES

5. The Directors may, subject to the Regulations of these Articles and to any conditions of allotment, from time to time, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at the least is given of each call, and each shareholder shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. A call may be payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Directors authorising such call shall have been passed.

TRANSFER AND TRANSMISSION OF SHARES

6. 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.

PROCEEDINGS AT GENERAL MEETINGS

7. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

8. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

9. Subject to the provisions of the Act a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

10. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz.:-

75. The number of Directors shall not be less than two nor more than eight, but the Company in General Meeting may reduce or increase these limits.

11. The first Directors shall be appointed by the signatories to the Company's Memorandum of Association by writing under their hands. A Director shall not be required to hold any share qualification.

12. Each of the Directors shall be entitled to be paid out of the funds of the Company by way of remuneration for his services such sum or sums as may be determined by

the Company in General Meeting, either generally or for one year or any longer or shorter period. The Directors may repay to any Director all such reasonable travelling (including hotel and incidental) expenses as he may incur in attending meetings of the Board, or of committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.

13. The Company may at any time by Extraordinary Resolution (but not otherwise) and the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that no appointment shall be made which would cause the total number of Directors to exceed the maximum number of Directors for the time being fixed by or in accordance with these Articles. A Director so appointed shall retire at the next following Ordinary General Meeting, but shall be eligible for re-election at that Meeting.

14. The Directors may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent, any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Board, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

BORROWING POWERS

15. Clause 79 of Table "A" shall not apply and the following Clause shall be substituted therefor, viz.:-

79. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS

16. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

88. The office of Director shall be vacated if the Director:-

- (a) Becomes bankrupt or suspends payment or compounds with his creditors;
- (b) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act, 1948;
- (c) Is found lunatic or becomes of unsound mind;
- (d) Is absent from Directors' Meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office;
- (e) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS

17. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

ACCOUNTS

18. The Directors shall cause true accounts to be kept:-

- (a) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;

12.

(b) Of all sales and purchases of goods by the Company, and

(c) Of the assets and liabilities of the Company.

19. The books of account shall be kept at the office, or at such other place as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

20. The Directors shall once at least in every year, cause to be prepared and laid down before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by the Statutes for the time being, but the same unless the Directors so resolve, shall not be printed or otherwise copied or circulated.

21. Every such balance sheet shall be accompanied by a report of the Directors as to the amount which they recommend to be paid by way of dividend or bonus to the Members, and the amount (if any) which they propose to carry to the reserve fund or ~~the~~ reserve funds.

22. Every account of the Directors when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth shall be conclusive.

Names, Addresses and Descriptions of Subscribers

Thomas Beck Wright.
16 Henriot Row.
Edinburgh
Solliciti Populi Causis

Can David Miller
16 Henriot Row
Edinburgh
Witness to the Signatures.

DATED this Seventeenth day of November. Nineteen
Hundred and Seventy.

WITNESS to the above Signatures:-

Margaret S. Clement
16 Henriot Row
Edinburgh.
Secretary

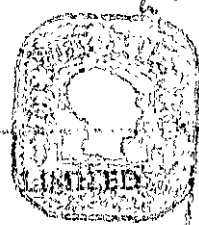
CERTIFICATE

I certify that the Memorandum and Articles of Association of PENNANT PLANT LIMITED on this and the preceding Twelve Pages, together with the Backings, were reproduced by McNEILL & CADZOW, 10A Manor Place, Edinburgh, EH3 7DD, by the Rotaprint Process, Offset Lithography.

Violet Huett.
VIOLET HUETT,
Partner,
McNEILL & CADZOW.

No. of Company 48128/4

65000



PENNYHANT PLANT

STATEMENT of the Nominal Capital made pursuant to s. 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, 1933.)

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

The NOMINAL CAPITAL of the above-named Company is £ 1,0000

Signature

Description Signatory to Memorandum and Articles of Association.

Date 16th November, 1970.

Presented for registration by

A. & W. M. Urouhart, S.S.C.,

16 Heriot Row, Edinburgh.



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

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