



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

Company Number

105552

I hereby certify that

PACIFIC SHELF 125 LIMITED

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

Signed at Edinburgh

7 July 1987

A handwritten signature in dark ink, appearing to be 'R. G. G. G.', written over a horizontal line.

Registrar of Companies

**G**

## COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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Name of company

\* insert full  
name of Company

PACIFIC SHELF 125 LIMITED

I, ALAN JAMES STEWARTof Pacific House, 70 Wellington Street, Glasgow† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[~~person named as director or secretary of the company in the statement delivered to the registrar~~  
~~under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the~~  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at Glasgow

Declarant to sign below

the 19th day of June,One thousand nine hundred and eighty sevenbefore me Alan James Stewart

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presenter's name address and  
reference (if any):  
McGrigor Donald ,  
70 Wellington Street,  
Glasgow.  
AJS

For official Use

New Companies Section

Post room

THE COMPANIES ACT 1985  
C O M P A N Y L I M I T E D B Y S H A R E S



MEMORANDUM OF ASSOCIATION

of

PACIFIC SHELF 125 LIMITED

£1

- 
1. The Company's name is "PACIFIC SHELF 125 LIMITED".
  2. The Company's registered office is to be situated in Scotland.
  3. The Company's objects are:-
    - (1) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto;
    - (2) To carry on any other trade, business or profession which may seem to the Company capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to benefit or to enhance the value of or render profitable any of the property, assets, rights or interests of the Company or any subsidiary associated or allied company or person;
    - (3) To purchase, feu, lease, hire or otherwise acquire any lands, houses, buildings, offices, plant and machinery and other heritable or moveable, real or personal property and any rights or privileges necessary or convenient for the purposes of the Company or any subsidiary, associated or allied company or person and to erect,

20 JUN 1985

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construct, lay down, enlarge, alter and maintain any heritable and/or freehold and/or leasehold property necessary or convenient for the business of the Company or any subsidiary, associated or allied company or person;

- (4) To borrow or raise money or secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge, by way of standard security or floating charge or otherwise, the undertaking and all or any of the Company's property, both present and future, including its uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments;
- (5) To lend or advance money or give credit to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment of money by, or the performance of obligations of any kind (including without prejudice to the generality hereof the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, any stocks, shares, debentures, debenture stock or other securities or borrowings) by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company (all as defined by Section 736 of the Companies Act 1985 and any statutory amendment or re-enactment thereof) or any company associated with the Company in business or by reason of common shareholdings or otherwise;
- (6) To invest and deal with the funds of the Company not immediately required in such investments or upon such securities and in such manner as may be from time to time determined and from time to time to vary any such investments and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any company or companies or public, local or regional authority or body in the United Kingdom or

elsewhere and to co-ordinate, finance and manage all or part of the business and operations of any such company;

- (7) To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, 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;
- (8) To acquire all or any part of the undertaking, property, business or assets of any person or company possessed of property suitable for any of the purposes of the Company or carrying on or proposing to carry on any business which the 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 or company or to acquire an interest in, amalgamate or enter into partnership or joint adventures or arrangements regarding the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and to give or accept, by way of consideration for any of such acts or things or for any property acquired, any shares, stock, debentures, debenture stock or securities that may be agreed upon and to hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities so received;
- (9) To promote or establish or concur in promoting or establishing any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company or carrying on any business or operations which the Company is authorised to carry on or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities of any such company;

- (10) To amalgamate or enter into partnership or joint adventure with any person or company carrying on any business or having any objects similar to any of the businesses or objects of the Company or which may, directly or indirectly, benefit or advance the objects or interests of the Company and to make and carry into effect arrangements regarding the provision of services, the purchase or sale of commodities and the prices thereof, the employment, regulation and remuneration of employees and the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and that in such manner and on such terms and conditions as may be considered to be for the benefit of the Company;
- (11) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid Provided that without the previous sanction of an Ordinary Resolution of the Company

the foregoing power shall not be exercised in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold, or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person;

- (12) To sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures, debenture stock or securities of any company purchasing the same;
- (13) Subject to the provisions of the Companies Act 1985 and any statutory amendment or re-enactment thereof to purchase its own shares (including any redeemable shares) and, provided it remains as a private company, to make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares;
- (14) To give financial assistance within the meaning of Section 152 of the Companies Act 1985 and any statutory amendment or re-enactment thereof in connection with any acquisition or proposed acquisition of shares in the Company to such person or persons and on such terms as the Directors may think fit;
- (15) To do all or any of the above things in any part of the world and either as principals, agents or contractors or by or through agencies or otherwise and either alone or in conjunction with another or others; and
- (16) To do all things incidental or conducive to the attainment of the foregoing objects or any of them.

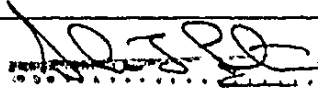
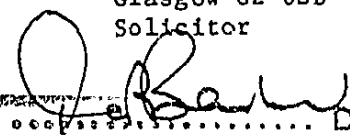
And it is hereby declared that in this Memorandum words denoting the singular number only shall include the plural number and vice versa; that the word "company" except where used in reference to the Company shall be deemed to

include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in Great Britain or elsewhere; that any word or expression defined in the Companies Act 1985 and any statutory modification or re-enactment thereof shall, if not inconsistent with the subjects or context, bear the same meaning in this Memorandum; and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

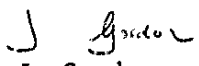
5. The Company's share capital is £1,000 divided into £1,000 Shares of £1 each.

WE, subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
 ..... DIRECTOR FOR MD DIRECTORS LIMITED MD Directors Limited Pacific House 70 Wellington Street Glasgow G2 6SB Solicitor	One /
 ..... DIRECTOR FOR MD SECRETARIES LIMITED MD Secretaries Limited Pacific House 70 Wellington Street Glasgow G2 6SB Solicitor	One /
Total shares taken	Two /

Dated the 19th day of June, 1987.

Witness to the above signatures:-

  
J. Gordon  
Pacific House  
70 Wellington Street  
Glasgow G2 6SB  
Secretary

THE COMPANIES ACT 1985  
C O M P A N Y   L I M I T E D   B Y   S H A R E S

ARTICLES OF ASSOCIATION  
of  
PACIFIC SHELF 125 LIMITED

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PRELIMINARY

1. Subject to the provisions hereinafter contained, the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") so far as not excluded, altered or modified by or inconsistent with the following Articles shall apply to the Company and be deemed to be incorporated herein.

2. Regulations 3, 5, 12, 24, 35, 53, 54, 64, 73 to 75 inclusive, 80, 87 and 94 to 96 inclusive of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 42 so that the words "the directors present" shall be held to be delete and the words "the persons present, each being a member or a proxy for a member or a duly authorised representative of a corporate member of the Company" shall be inserted in lieu thereof;

Regulation 46 so that paragraphs (a) to (d) inclusive shall be held to be delete and the words "by the chairman or by any person present entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporate member of the Company," shall be inserted in lieu thereof;

Regulation 66 so that the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" shall be inserted between the words "shall" and "be";

Regulation 76 so that the words "other than a director retiring by rotation" shall be held to be delete and the words "reappointed" and "reappointment" shall be held to be delete each time they appear;

Regulation 77 so that the words "(other than a director retiring by rotation at the meeting)" shall be held to be delete, the words "or reappointment" shall be held to be delete both times they appear and the words "or reappointed" shall be held to be delete;

Regulation 79 so that the second and third sentences thereof shall be held to be delete;

Regulation 82 so that the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as";

Regulation 84 so that the words "Unless the contrary shall be provided in the terms of his appointment" shall be added to the beginning of the third sentence thereof;

Regulation 115 so that the figure "48" shall be held to be delete and the figure "24" inserted in lieu thereof.

Unless otherwise required by the context of the Articles and Table A, in so far as not excluded and as modified in terms of this Article, words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

3. The Company is a private company as defined by Section 1 of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public shall be prohibited.

SHARE CAPITAL

4. The Directors are authorised generally for the purpose of Section 80 of the Act to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the other provisions of the Articles:-

- (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being; and
- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

5. Section 89(1) of the Act shall not apply to any allotment of shares in the Company made in accordance with the authority given under Article 4.

6. Subject to the provisions of the Act and the Articles, the Directors may issue shares which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder.

7. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, provided it remains a private company, the Company may make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

8. The Company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the shares of the Company. Notwithstanding any such recognition the Company shall not be bound to see to the execution, administration or observance of any trust, whether express, implied or constructive, in respect of any shares of the

Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purpose of this Article "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are mentioned in Table A.

9. The Directors may from time to time (subject to any terms upon which any shares may have been issued) make calls on such terms as they may think fit upon the members in respect of all or any moneys unpaid on their shares and each member shall be liable to pay the calls so made and any money payable on any share under the terms of allotment thereof to the persons and at the times and places appointed by the Directors. A call may be required to be paid by instalments. A call may be revoked in whole or in part or its payment postponed in whole or in part by the Directors. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

#### ISSUE OF SHARES

10. Except with the consent in writing of all the members of the Company any shares in the Company which are for the time being unissued shall, before issue, be offered by the Directors in the first instance to all members of the Company holding shares of the same class at the date of the offer and thereafter to members then holding shares of every other class and that in each case in proportion as nearly as may be to the aggregate amounts paid up or credited as paid up on the shares of the class or classes held by such members respectively. Every such offer shall be in writing, shall state the number of the shares to be issued and the terms of issue and shall be subject to the conditions, which shall be incorporated in such offer (a) that any acceptance thereof (which may be as regards all or any of the shares offered) shall be in writing and be delivered to the office within a period of fourteen days from the date of service of the said offer, (b) that in the event of the aggregate number of shares accepted exceeding the number of shares included in such offer the members accepting shall be entitled to receive and bound to accept an allocation of either the number of shares accepted by them respectively or a proportionate number of the shares offered according to the amounts paid up or credited as

paid up on the shares of the class or classes carrying the right to such offer as aforesaid then held by them respectively whichever number be less and (c) that any members to whom such offer shall have been made and whose requirements shall not have been fully met by such allocation shall further be entitled to receive and bound to accept an allocation among them of any surplus shares in proportion as nearly as may be to the number of shares accepted by them respectively in excess of the number of shares to which they may respectively be entitled on the first allocation thereof as aforesaid. In so far as any such offer shall not be accepted the Directors may within three months after the date of the offer thereof in terms of this Article dispose of such shares to such person or persons as they may think fit but only upon the same terms as were specified in such offer.

#### TRANSFER OF SHARES

11. 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, to a person of whom they do not approve and they may refuse to register the transfer of a share, whether or not it is a fully paid share, on which the Company has a lien. They may also refuse to register a transfer unless -

(a) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate or certificates for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares; and

(c) it is in favour of not more than four transferees.

#### VOTES OF MEMBERS

12. At a General Meeting of the Company every person present, whether as an individual member of the Company or as a duly authorised representative of a corporate member of the Company or as a proxy for a member of the Company,

shall have one vote on a show of hands and upon a poll every member present, whether in person or by a duly authorised representative or by proxy, shall have one vote for each fully paid share of whatever class in the capital of the Company of which he is the holder.

#### RESOLUTIONS OF MEMBERS

13. Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a General Meeting of the Company shall be as effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more members.

#### DIRECTORS

14. Unless otherwise determined by Ordinary Resolution the number of the Directors of the Company (other than alternate directors) shall be not less than two and shall not be subject to any maximum. The first Directors of the Company shall be the persons named in the statement of first directors filed with the Registrar of Companies pursuant to Section 10 of the Act.

15. Any person of 18 years of age or greater age without limitation may be appointed a Director of the Company and no Director of the Company shall be required to vacate office at any time by reason of his age.

16. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall agree.

17. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner and in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

18. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.

19. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid; Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or

in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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.....DIRECTOR

FOR MD DIRECTORS LIMITED

MD Directors Limited  
Pacific House  
70 Wellington Street  
Glasgow G2 6SB  
Solicitor

.....DIRECTOR

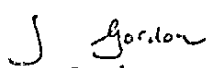
FOR MD SECRETARIES LIMITED

MD Secretaries Limited  
Pacific House  
70 Wellington Street  
Glasgow G2 6SB  
Solicitor

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Dated the 19th day of June, 1987.

Witness to the above signatures:-

  
J. Gordon  
Pacific House  
70 Wellington Street  
Glasgow G2 6SB  
Secretary



## COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

\* insert full name  
of company

*
PACIFIC SHELF 125 LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Pacific House,	
70 Wellington Street,	
Glasgow	
Postcode	G2 6SB

If the memorandum is delivered by an agent for the subscribers of the  
memorandum please mark 'X' in the box opposite and insert  
the agent's name and address below☒

McGrigor Donald,	
Pacific House,	
70 Wellington Street,	
Glasgow	Postcode G2 6SB

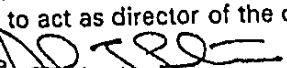
Number of continuation sheets attached (see note 1)

Presentor's name address and  
reference (if any):McGrigor Donald,  
70 Wellington Street,  
Glasgow.  
AJS.For official Use  
General Section

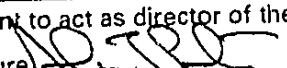
Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) MD DIRECTORS LIMITED		Business occupation	
		Director	
Previous name(s) (note 3) None		Nationality	
Address (note 4) Pacific House,		Incorporated in Scotland	
70 Wellington Street,		Date of birth (where applicable)	
Glasgow	Postcode G2 6SB	(note 6) N/A	
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature 		Director for MD Directors Limited Date 19th June, 1987	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) MD SECRETARIES LIMITED		Business occupation	
		Company Secretaries	
Previous name(s) (note 3) None		Nationality	
Address (note 4) Pacific House,		Incorporated in Scotland	
70 Wellington Street,		Date of birth (where applicable)	
Glasgow	Postcode G2 6SB	(note 6) N/A	
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature 		Director for MD Secretaries Limited Date 19th June, 1987	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (not less than 20 characters)	Particulars

...the company are as follows:

Name (notes 3 & 7)	MD SECRETARIES LIMITED		
Previous name(s) (note 3)	None		
Address (notes 4 & 7)	Pacific House, 70 Wellington Street, Glasgow		
	Postcode	G2 6SB	
We consent to act as secretary of the company named on page 1			
Secretaries			
Signature	Director for MD Secretaries Limited		Date 19th June , 1987

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I consent to act as secretary of the company named on page 1	
Postcode	
Signature	
Date	

Signature of agent on behalf of subscribers

Date 19th June, 1987

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

**All the subscribers must sign either personally or by a person or persons authorised to sign for them.**

# G

COMPANIES FORM No. 224

## Notice of accounting reference date (to be delivered within 6 months of incorporation)

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

105552

Name of company

\* PACIFIC SHELF 125 LIMITED

\* insert full name  
of company

gives notice that the 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:

**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day      Month

3	1	1	2
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5 April  
Day      Month

0	5	0	4
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30 June  
Day      Month

3	0	0	6
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31 December  
Day      Month

3	1	1	2
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† Delete as  
appropriate

Signed Ian Gordon MD Sanderson Ltd [Director] [Secretary]† Date 21 / 9 / 87

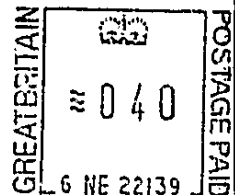
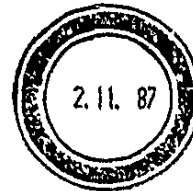
Presentor's name address and  
reference (if any):  
IG/GBF/SK585490

**MORRISON DONALD**  
**SOLICITORS**  
**70 WELLINGTON STREET**  
**GLASGOW G2 6SB**

For official Use  
General Section

Post room

PAC/18/IG/GMC



PACIFIC SHELF 125 LIMITED  
(Incorporated in Scotland no. 105552)

At an Extraordinary General Meeting of Pacific Shelf 125 Limited held at Pacific House, 70 Wellington Street, Glasgow on 21st September, 1987 the following resolutions were duly passed in the case of number 1 and number 2 as Special Resolutions and in the case of number 3 as an Ordinary Resolution:-

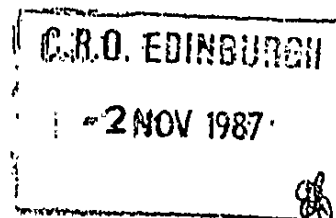
Resolution 1.

THAT the name of the Company be changed to IAN SKELLY (MANCHESTER) LIMITED.

Resolution 2.

THAT the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by deleting paragraph (1) of clause 3 of such Memorandum and by substituting therefor the following new paragraph:-

- (1) To carry on directly or indirectly, whether by itself or with or through any subsidiary, associated or allied company or companies or any other person or persons, in all or any of their branches all or any of the trades or businesses of buyers, sellers, distributors, concessionaires, franchisers, franchisees, importers, exporters, hirers, operators, repairers, maintainers, proprietors, warehousemen, garagers, auctioneers, storers, designers, builders, contractors, factors, traders, manufacturers and merchants of and dealers in motor vehicles of all kinds, including motor cars, motor vans, lorries, trucks, omnibuses, coaches, motor-cycles, stationary and locomotive engines, caravans, trailers and conveyances of all kinds, whether mechanically or otherwise propelled, earth moving, road making and other industrial machinery and equipment, quarry plant,



contractors' plant, agricultural tractors and other farm machinery, ships, boats and other marine vessels, aircraft and air-cushioned vehicles and all other land, sea or air vehicles, whether mechanically or otherwise propelled, garage and/or filling station owners and operators, and factors of and dealers in all plant, machinery, implements, utensils, appliances, apparatus, petrol and oils and their derivatives, lubricants, cements, solutions, enamels, paints, accessories and component parts, and all substances or things belonging to or capable of being used in connection therewith and engineers of every description including without prejudice to the foregoing generality motor, automobile, aircraft, mechanical, electrical, radio, television, hydraulic, marine, chemical, metallurgical, civil, constructional and consulting and tool makers, fitters, tube makers, ironfounders, galvanisers, japanners, annealers, welders, wire drawers, coach builders, carriage builders, enamellers, chromium, nickel and electric platers, brassfounders, metalworkers, boilermakers, millwrights, machinists, iron and steel makers and convertors, smiths, metallurgists, ropemakers, rubber or rubber substitute manufacturers, manufacturers of and workers in materials of all kinds both nature and synthetic, tourist and travel agents and carriers of passengers and goods by land, water and air and funeral undertakers; and manufacturers, exporters, importers, contractors, factors, traders, and dealers of and in and agents for all the products and by-products of all or any such trades or business and any substance, materials, goods and articles in the manufacture or disposal of which such products or by-products may be utilised.

Resolution 3.

THAT the authorised share capital of the Company be and is hereby increased to £250,000 divided into 250,000 Shares of £1 each by the creation of 249,000

Shares of £1 each ranking pari passu in all respects with the existing Shares of £1 each in the capital of the Company.

Ian Golder (Director)  
W. E. G. Golder (Secretary) Ltd

Secretary

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

105552

Name of company

\* insert full name  
of company

\* PACIFIC SHELF 125 LIMITED

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

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 21st September, 1987 the nominal capital of the company has been  
increased by £ 249,000 beyond the registered capital of £ 1,000.

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

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 follow:

ranking pari passu with all existing shares.

Please tick here if  
continued overleaf☐‡ delete as  
appropriate

Signed

*Ian Gordon Director*  
*MD Secretaries Ltd*

[Director][Secretary] † Date

21 / 9 / 87

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

McGrigor Donald,  
Pacific House,  
70 Wellington Street,  
Glasgow, G2 6SB.

IG/GCM/SK585490

For official Use

General Section

Post room

46000000



## **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

**Company Number**

105552

**I hereby certify that**

PACIFIC SHELF 125 LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

IAN SKELLY (MANCHESTER) LIMITED

**Signed at Edinburgh**

9 NOVEMBER 1987

A handwritten signature in black ink, appearing to be 'Ian Skelly', written over a horizontal line.

**Registrar of Companies**

DOCUMENT

## Ernst & Young

September 11, 1989

CMS/MJ

PRIVATE AND CONFIDENTIAL

105552 The Directors (MANCHESTER)  
Ian Skelly Holdings Limited  
29 Dalmarnock Road  
Rutherglen  
Glasgow  
G73 1AE

Chartered Accountants

Rolls House  
7 Rolls Buildings  
Fetter Lane  
London EC4A 1NH

Telephone 01-831 7130

Telex 888604  
Fax 01-405 2147/4610  
LCE 213 CDE 777

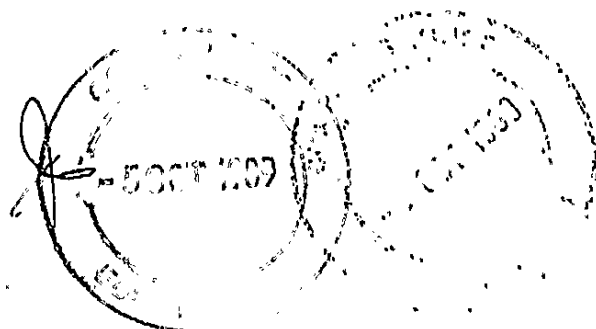
Dear Sirs

In accordance with the completion clause 3.5 of the Agreement for the sale and purchase of the issued share capital of Ian Skelly Holdings Limited, we hereby tender our resignation as auditors of that company and all its subsidiaries.

There is nothing which we consider should be brought to the notice of the members or creditors of these companies.

Yours faithfully

*Ernst & Young*



Company No 105552

THE COMPANIES ACT 1985  
RESOLUTIONS  
OF  
IAN SKELLY (MANCHESTER) LIMITED

We the undersigned being all the holders of the issued share capital of Ian Skelly (Manchester) Limited entitled to receive notice of and to attend and vote at General Meetings of the Company hereby pass the following resolutions as Special Resolutions and agree that for all purposes the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held -

SPECIAL RESOLUTIONS

1. THAT the memorandum of Association of the Company be amended with respect to its objects clause by the deletion therefrom of the existing clause 3 and the substitution therefor of a new clause 3 in the form of the document attached hereto marked "A".
2. THAT the regulations contained in the document attached hereto and marked "B" be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association of the Company.

Dated 21st February, 1990

.....  
(duly authorised for and on  
behalf of Appleyard Group PLC)

*John Skelly Holdings Limited*

.....  
(J.M. Stuart)

01 MAR 1990

EDINEUR

Draft 1/WFC/14.2.90  
File No: 00000.66415.dD

NEW OBJECTS CLAUSE

"A"

3. The objects for which the Company is established are:-

(A) To carry on all or any of the businesses of agents for the sale of, importers, exporters, servicers, repairers, fitters, furnishers, hirers, lessors and letters on hire of and dealers in new and secondhand motor cars, motor cycles, scooters, vans, boats, aircraft, caravans, trailers, lorries and other vehicles and craft and of for and in spares, accessories, engines, implements, tools, furnishings, and supplies of every description; proprietors of garages and petrol filling stations repairing, hiring, motor engineers, self-drive car hire and taxi-cab service proprietors, driving instructors, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters, and sprayers, machinists, smiths, welders and metal workers, upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, estate and building society agents, property dealers and developers, proprietors, operators and letters on hire of caravan and camping sites, motor car and trailer parks, and all accommodation and conveniences required in connection therewith manufacturers, merchants of and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories, cafe, restaurant and hotel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents and coal coke and patent fuel merchants and general merchants agents and traders.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, offices, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the

Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares or securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company, as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or of any company otherwise associated with the Company in business.

(I) To receive money on deposit or loan upon such terms as the Company may approve and to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To establish and maintain or concur in or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time Directors or officers of, or in the employment or service of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company, or the predecessors in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained; and also to establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or

towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidize or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions

of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding Company as may be lawful.

(W) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where otherwise expressed therein, be in any way limited

by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

SCAN UPON  
DEMAND

WE APOLOGISE THAT  
THIS PAGE/S IS MISSING

THANK YOU FOR YOUR  
UNDERSTANDING

11 B 11

PRIVATE COMPANY LIMITED BY SHARES

## of

(Adopted on [ ], 1990)

presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

#### TRANSFER OF SHARES

6. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

#### NOTICE OF GENERAL MEETINGS

7. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

#### VOTES OF MEMBERS

9. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

#### DELEGATION OF DIRECTORS POWERS

10. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

11. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

13. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

#### GRATUITIES AND PENSIONS

14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

#### PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, these communications may be treated as a valid meeting of directors at which each such director is present.

#### NOTICES

17. Any notices to be given pursuant to the articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

#### INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the

company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

Company No 105552

THE COMPANIES ACT 1985

---

PRIVATE COMPANY LIMITED BY SHARES

---

AMENDED MEMORANDUM

AND

NEW ARTICLES OF ASSOCIATION

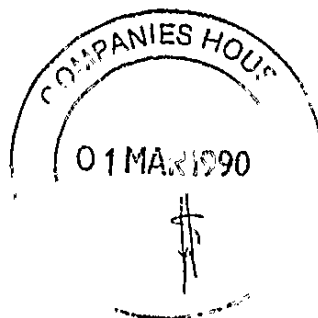
OF

IAN SKELLY (MANCHESTER) LIMITED

Incorporated on 7th July, 1987

(Reprinted to incorporate alterations effected  
on or before 21st February, 1990)

Booth & Co.  
Sovereign House  
South Parade  
LEEDS LS1 1HQ



Copy/  
File No: 00000.65837.eB

Company No 105552

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

MEMORANDUM OF ASSOCIATION

of

IAN SKELLY (MANCHESTER) LIMITED

---

1. The name of the Company is "IAN SKELLY (MANCHESTER) LIMITED".\*
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 all or any of the businesses of agents for the sale of, importers, exporters, servicers, repairers, fitters, furnishers, hirers, lessors and letters on hire of and dealers in new and secondhand motor cars, motor cycles, scooters, vans, boats, aircraft, caravans, trailers, lorries and other vehicles and craft and of for and in spares, accessories, engines, implements, tools, furnishings, and supplies of every description; proprietors of garages and petrol filling stations repairing, hiring, motor engineers, self-drive car hire and taxi-cab service proprietors, driving instructors, mechanical aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters, and sprayers, machinists, smiths, welders and metal workers, upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, estate and building society agents, property dealers and developers, proprietors, operators and letters on hire of caravan and camping sites, motor car and trailer parks, and all accommodation and conveniences required in connection therewith manufacturers, merchants of and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories, cafe, restaurant and hotel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners tobacconists and newsagents and coal coke and patent fuel merchants and general merchants agents and traders.

---

\* By Special Resolution the Company changed its name on 9th November, 1987 from Pacific Shelf 125 Limited to Ian Skelly (Manchester) Limited.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, offices, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares or securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company, as defined by the said Section, or another subsidiary, as defined by the said Section, of

the Company's holding company or of any company otherwise associated with the Company in business.

(I) To receive money on deposit or loan upon such terms as the Company may approve and to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To establish and maintain or concur in or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time Directors or officers of, or in the employment or service of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company, or the predecessors in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained; and also to establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of

capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidize or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of

the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding Company as may be lawful.

(W) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where otherwise expressed therein, be in any way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Ordinary Resolution dated 21st September 1987 the share capital of the Company was increased to £250,000 by the creation of 249,000 Ordinary Shares of £1 each.

We, subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
Alan J. Stewart Pacific House 70 Wellington Street Glasgow G2 6SB  Solicitor	One
Ian P. Bankier Pacific House 70 Wellington Street Glasgow G2 6SB  Solicitor	One
Total shares taken	Two

Dated the 19th day of June 1987.

Witness to the above signatures:-

J. Gordon  
Pacific House  
70 Wellington Street  
Glasgow G2 6SB

Secretary

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

IAN SKELLY (MANCHESTER) LIMITED

(Adopted on 21st February, 1990)

PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

4. Section 89(1) of the Act shall not apply to the company.

LIEN

5. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys

presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

#### TRANSFER OF SHARES

6. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

#### NOTICE OF GENERAL MEETINGS

7. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

#### VOTES OF MEMBERS

9. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

#### DELEGATION OF DIRECTORS POWERS

10. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

11. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

13. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

#### GRATUITIES AND PENSIONS

14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

#### PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, these communications may be treated as a valid meeting of directors at which each such director is present.

#### NOTICES

17. Any notices to be given pursuant to the articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

#### INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the

company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

Company No 105552

**Ian Skelly (Manchester) Limited**

At an Annual General Meeting of the above named company duly convened and held at Windsor House, Cornwall Road, Harrogate on Thursday 30th May 1991 the following Special Resolution was duly passed.

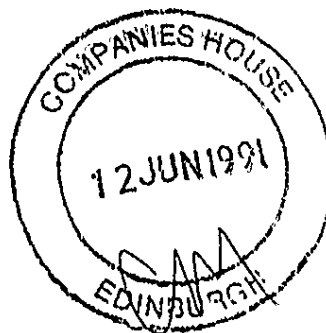
THAT the Company having satisfied the provisions of Section 250, Companies Act 1985 relating to dormant companies, the Company be exempt from the provisions of Part VII of that Act relating to the audit of accounts.

*P.S. chamber*

Chairman of meeting

Filed by:

The Secretary  
Appleyard Group Plc  
Windsor House  
Cornwall Road  
HARROGATE  
HG1 2PW




Company No 105552

**IAN SKELLY (MANCHESTER) LIMITED**

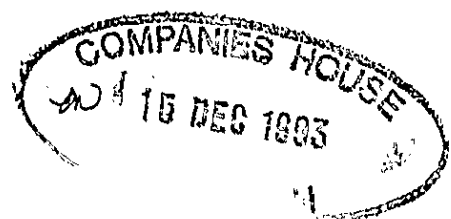
**Special Resolution**

At an Extraordinary General Meeting of the Company held at Windsor House, Cornwall Road, Harrogate HG1 2PW on 9 December 1993 the following resolution was passed as a Special Resolution:

"THAT the name of the Company be changed to Skelly's Limited"

A handwritten signature in black ink, consisting of a series of loops and curves, positioned above the title 'Chairman'.

Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 105552

The Registrar of Companies for Scotland hereby certifies that

IAN SKELLY (MANCHESTER) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

Skelly's Limited

Given at Companies House, Edinburgh, the 21st December 1993

*Dianna G. Fisher*

Acting Registrar Of Companies



C O M P A N I E S H O U S E