

FILE COPY



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

Company No. 152257

The Registrar of Companies for Scotland hereby certifies that

RANDOTTE (NO. 344) LIMITED

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

Given at Companies House, Edinburgh, the 2nd August 1994

J. HENDERSON

Jr Registrar Of Companies



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

Statutory Declaration of compliance with requirements on application for registration of a company

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

*
insert full
name of Company

delete as
appropriate

To the Registrar of Companies
(Address overleaf)

For official use

For official use

1111

152257

Name of company

* RANDOTTE (No. 344) LIMITED

I, PAUL WILLIAM HALLY
of Saltire Court, 20 Castle Terrace
EDINBURGH EH1 2ET

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 EDINBURGH

Declarant to sign below

the Twenty first day of July

One thousand nine hundred and ninety four

before me

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

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

Shepherd & Wedderburn WS
Saltire Court
20 Castle Terrace
EDINBURGH EH1 2ET
031-228-9900
IMCM/HB

For official Use
New Companies Section

Post room



COMP. REG.
FILE NO.
COMP. NO.

152257

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

RANDOTTE (NO. 344) LIMITED



- I. The Company's name is "RANDOTTE (NO. 344) LIMITED".
- II. The Company's Registered Office is to be situated in Scotland.
- III. The objects for which the Company is established are:-
 - (1) To carry on for profit, directly or indirectly and whether by itself or through subsidiary, associated or allied companies or firms, in the United Kingdom

or elsewhere any business, undertaking, project or enterprise of any description whether of a private or a public character and all or any trades, processes and activities connected with or ancillary or complementary to any of the businesses of the Company or which, in the opinion of the Company or the Directors, can be carried on to the benefit of the Company or which might, directly or indirectly, enhance the value of or render profitable any of the Company's property, rights or assets.

- (2) To carry on business as a general commercial company.
- (3) To appoint agents or brokers on commission or representatives of the Company to act in any of the businesses of the Company through or by means of branches, agencies, brokers, sub-contractors or others.
- (4) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trademarks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (5) To purchase, feu, rent, lease, exchange or otherwise acquire any heritable or personal property in the United Kingdom or abroad, either for the

Company exclusively or jointly with any companies, associations, partnerships or persons, which may be deemed necessary or expedient for the purposes of the Company; to erect offices, mills, factories, warehouses, works, dwellinghouses, and other buildings; to maintain, alter, enlarge and improve the same; and to acquire any rights, servitudes, easements and privileges in relation to any lands, water or buildings.

- (6) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which 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, firm or company, or to acquire and invest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any Shares, Debentures, Debenture Stock or Securities so received.
- (7) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (8) To invest and deal with the moneys of the Company not immediately

required in such Shares or upon such securities and in such manner as may from time to time be determined.

- (9) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or security for any such persons, firms or companies.
- (10) To secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person in any way.
- (11) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, standard security or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, standard security or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (13) To apply for, promote, and obtain any Act of Parliament, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (14) To enter into any arrangements with any Governments or authorities (supreme municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (15) To subscribe for, take, purchase or otherwise acquire and hold Shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company, and to purchase or otherwise acquire Shares in the Share Capital of the Company subject to the provisions of the Companies Act 1985.

- (16) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (17) To remunerate any person, firm or company rendering services to the Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (18) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of the Company.
- (19) To purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or Auditors of the Company or of any other company which is the holding company of the Company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are or have been interested, including (without prejudice to the generality of the foregoing) insurance against any

liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this Sub-Clause "holding company" and "subsidiary undertaking" shall have the same meanings as in Sections 736 and 258 respectively of the Companies Act 1985.

- (20) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.
- (21) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of

the Shares or securities of any such company as aforesaid.

- (22) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures or securities of any company purchasing the same.
- (23) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, Debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (24) To procure the Company to be registered or recognised in any part of the world.
- (25) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

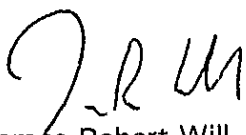
IV. The Liability of the Members is limited.

V. The Company's Share Capital is £100 divided into 100 Ordinary Shares of £1 each.


WE, the 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


James Robert Will
Saltire Court
20 Castle Terrace
Edinburgh

One


Iain Maury Campbell Meiklejohn
Saltire Court
20 Castle Terrace
Edinburgh

One

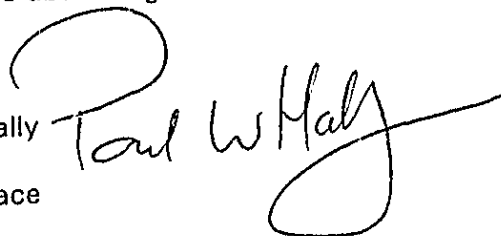
Total Shares taken

Two

DATED 21 July 1994

WITNESS to the above Signatures:-

Paul William Hally
Saltire Court
20 Castle Terrace
Edinburgh
Solicitor



THE COMPANIES ACTS 1985 AND 1989

152257

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RANDOTTE (NO. 344) LIMITED



PRELIMINARY

1. 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 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply to the Company.
2. Regulations 23, 24, 46, 64, 73, 74, 75, 76 and 77 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any Shares or Debentures of the Company.

SHARE CAPITAL

4. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
5. All unissued Shares forming part of the Share Capital of the Company on the incorporation of the Company shall be at the disposal of the Directors, and the Directors are authorised by this Article to allot, grant options over or otherwise deal with or dispose of the same to such persons *and at such times and on such terms and conditions as they think proper*, but the authority given to the Directors in this Article shall terminate on the date five years from the date of the incorporation of the Company and thereafter no Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Companies Act 1985, authorised to do so by the Company in General Meeting. In accordance with Section 91 of the Companies Act 1985, Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall be excluded from applying to the Company.

TRANSFER 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.
7. The instrument of transfer of a Share may be in any usual form or in any other form

which the Directors may approve and shall be executed by or on behalf of the transferor. The instrument of transfer need not be executed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

8. A Resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the Chairman or by any Member present. A demand by a person as proxy for a Member shall be the same as a demand by the Member.

DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum but shall not be less than two.
10. A Director shall not be required to hold any Share of the Company by way of qualification.
11. No person shall be appointed or re-appointed a Director at any General Meeting of the Company unless:-
- (a) he is recommended by the Directors; or
 - (b) not less than three nor more than 21 days before the date appointed for the General Meeting there shall have been left at the Registered Office of the Company a notice in writing signed by a Member duly qualified to attend

and vote at the General Meeting of his intention to propose such person for appointment or re-appointment, and also notice in writing signed by that person of his willingness to be appointed or re-appointed.

Forthwith after any such notice as is referred to in this Regulation is left at the Registered Office of the Company, the Directors shall send a copy of such notice to each Member of the Company.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, 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.

DIRECTORS NOT TO RETIRE BY ROTATION

13. The Directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.

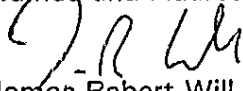
SHARE CERTIFICATES

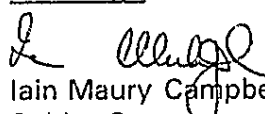
14. Every Certificate for any Share or Shares in the Share Capital of the Company shall be signed by two Directors of the Company or by a Director of the Company and the Secretary of the Company, and Regulation 6 of Table A shall be deemed to be amended accordingly.

NO SEAL

15. The Company shall not have a seal.

Names and Addresses of Subscribers.

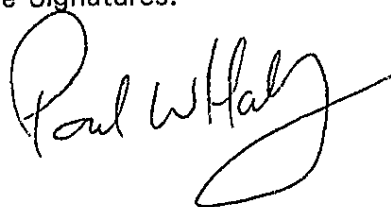

James Robert Will
Saltire Court
20 Castle Terrace
Edinburgh


Iain Maury Campbell Meiklejohn
Saltire Court
20 Castle Terrace
Edinburgh

Dated 21 July 1994

WITNESS to the above Signatures.

Paul William Hally
Saltire Court
20 Castle Terrace
Edinburgh
Solicitor





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

10

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

152257

For official use

☐

RANDOTTE (No.344) LIMITED

Registered office of the company on
incorporation

RO Saltire Court

20 Castle Terrace

Post town EDINBURGH

County/Region

Postcode EH1 2ET

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name Shepherd & Wedderburn WS

RA Saltire Court

20 Castle Terrace

Post town EDINBURGH

County/Region

Postcode EH1 2ET



Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Shepherd & Wedderburn WS (Ref: IMCM/HB)

Saltire Court, 20 Castle Terrace

EDINBURGH

Postcode EH1 2ET

Telephone 031-228-9900

Extension

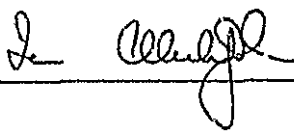
Company Secretary (See notes 1-5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Consent signature

CS	Mr
IAIN MAURY CAMPBELL	
MEIKLEJOHN	
None	
None	
None	
AD	14 Dalrymple Crescent
Post town EDINBURGH	
County/Region	
Postcode	EH9 2NX
Country	SCOTLAND
I consent to act as secretary of the company named on page 1	
Signed	
Date	21/7/94

Directors (See notes 1-5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

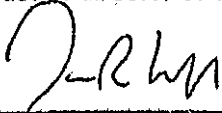
Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth
Business occupation
Other directorships

*Voluntary details

Consent signature

CD	Mr
JAMES ROBERT	
WILL	
None	
None	
None	
AD	Myreside, by Gifford
Post town GIFFORD	
County/Region EAST LoTHIAN	
Postcode	EH41 4JA
Country	SCOTLAND
DO	3 0 0 4 5 5
Nationality	NA BRITISH
OC	Writer to the Signet
OD	See attached list
I consent to act as director of the company named on page 1	
Signed	
Date	21/7/94

Directors (continued)

(See notes 1-5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

☐ CD Mr

IAIN MAURY CAMPBELL

MEIKLEJOHN

None

None

None

☐ AD 14 Dalrymple Crescent

Post town EDINBURGH

County/Region

Postcode EH9 2NX

Country SCOTLAND

☐ DO 0 3 1 1 5 4Nationality ☐ NA BRITISH☐ OC Writer to the Signet☐ OD See attached list

I consent to act as director of the company named on page 1

Signed

Date 21/7/94

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

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

Signed

Date 21/7/94

Signed

Date 21/7/94

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Form 10

OTHER DIRECTORSHIPS OF IAIN MAURY CAMPBELL MEIKLEJOHN

Charlotte Secretaries Limited
Shepherd & Wedderburn Limited
Shepherd & Co Limited
Shepherd & Wedderburn (Nominees) Limited
Shepherd & Wedderburn (Trustees) Limited
Scottish Trust for Underwater Archaeology
Stagecoach ESOP Trustee Limited
Stagecoach APS Trustee Limited

OTHER DIRECTORSHIPS OF JAMES ROBERT WILL

Charlotte Secretaries Limited
Shepherd & Wedderburn Limited
Shepherd & Co Limited
Shepherd & Wedderburn (Nominees) Limited
Shepherd & Wedderburn (Trustees) Limited
Musketeers Rifle & Pistol Club Limited

H153IMIM008D

Company Number SC152257

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RANDOTTE (344) LIMITED

RESOLUTIONS

(Passed 18 August 1994)

At an Extraordinary General Meeting of Randotte (No 344) Limited, duly convened and held at Saltire Court, 20 Castle Terrace, Edinburgh on 18 August 1994, the following Resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "Carrick Neill & Co. Limited".
2. THAT the authorised Share Capital of the Company be increased from £100 to £100,000 by the creation of an additional 99,900 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the share capital of the Company.
3. THAT in substitution for any existing power under Section 80 of the Companies Act 1985 (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Act, to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £100,000, such authority to expire on 17 August 1999 unless previously revoked, varied or extended by the Company in general meeting, save that the Company may at any time prior to the expiry of such authority make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.
4. THAT the Memorandum of Association of the Company be altered by inserting the following paragraph as paragraph (1) of Clause III of the Memorandum and by re-numbering the existing paragraphs of the said Clause III (including the existing paragraph (1) thereof) accordingly:-



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

- (1) (a) To carry on in the United Kingdom and elsewhere the business or businesses of insurance brokers, insurance agents, insurance advisers and insurance consultants.
- (b) To carry on in the United Kingdom and elsewhere the business or businesses of consultants, agents, advisers and managers in relation to finance, securities, insurance, accounting, taxation, banking and pension schemes; to invest money in such manner as may from time to time be thought proper; to act as agents for the sale and purchase of any stocks, shares or securities, or for any other monetary or mercantile transaction; to provide accounting services and in particular to advise on all matters in relation to taxation; to transact business as capitalists, promoters, and financial and monetary agents both in the United Kingdom and elsewhere; to negotiate loans of every description; to act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards, receivers, or in that of lessees or tenants, with power to advance at a discount all or any of the accruing rents, royalties, or incomings; to procure capital for any company in any country; and to do all other things which the Directors deem necessary or appropriate in connection with the objects of the Company."

5. THAT the Articles of Association of the Company be altered by:-

- (i) inserting the number "50" in Article 2 between the numbers "46" and "64"; and
- (ii) inserting the following Article as Article 14 of the Articles of Association and by renumbering the existing Articles accordingly:-
- "14. The Chairman shall not have a casting vote at Directors' meetings and accordingly, the words "In the case of an equality of votes, the chairman shall have a second or casting vote" in Regulation 88 of Table A shall not apply to the Company."

.....
Chairman

THE COMPANIES ACTS 1985 AND 1989

152257

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CARRICK NEILL & CO. LIMITED

(as altered by Special Resolution passed on 18 August 1994)

- I. The Company's name is "Carrick Neill & Co. Limited".
- II. The Company's Registered Office is to be situated in Scotland.
- III. The objects for which the Company is established are:-

- (1) (a) To carry on in the United Kingdom and elsewhere the business or businesses of insurance brokers, insurance agents, insurance advisers and insurance consultants.
- (b) To carry on in the United Kingdom and elsewhere the business or businesses of consultants, agents, advisers and managers in relation to finance, securities, insurance, accounting, taxation, banking and pension schemes; to invest money in such manner as may from time to time be thought proper; to act as agents for the sale and purchase of any stocks, shares or securities, or for any other monetary or



mercantile transaction; to provide accounting services and in particular to advise on all matters in relation to taxation; to transact business as capitalists, promoters, and financial and monetary agents both in the United Kingdom and elsewhere; to negotiate loans of every description; to act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards, receivers, or in that of lessees or tenants, with power to advance at a discount all or any of the accruing rents, royalties, or incomings; to procure capital for any company in any country; and to do all other things which the Directors deem necessary or appropriate in connection with the objects of the Company.

- (2) To carry on for profit, directly or indirectly and whether by itself or through subsidiary, associated or allied companies or firms, in the United Kingdom or elsewhere any business, undertaking, project or enterprise of any description whether of a private or a public character and all or any trades, processes and activities connected with or ancillary or complementary to any of the businesses of the Company or which, in the opinion of the Company or the Directors, can be carried on to the benefit of the Company or which might, directly or indirectly, enhance the value of or render profitable any of the Company's property, rights or assets.
- (3) To carry on business as a general commercial company.

- (4) To appoint agents or brokers on commission or representatives of the Company to act in any of the businesses of the Company through or by means of branches, agencies, brokers, sub-contractors or others.
- (5) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trademarks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (6) To purchase, feu, rent, lease, exchange or otherwise acquire any heritable or personal property in the United Kingdom or abroad, either for the Company exclusively or jointly with any companies, associations, partnerships or persons, which may be deemed necessary or expedient for the purposes of the Company; to erect offices, mills, factories, warehouses, works, dwellinghouses, and other buildings; to maintain, alter, enlarge and improve the same; and to acquire any rights, servitudes, easements and privileges in relation to any lands, water or buildings.
- (7) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which 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, firm or company, or to acquire and invest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any Shares, Debentures, Debenture Stock or Securities so received.

- (8) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (9) To invest and deal with the moneys of the Company not immediately required in such Shares or upon such securities and in such manner as may from time to time be determined.
- (10) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or security for any such persons, firms or companies.
- (11) To secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person in any way.

- (12) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, standard security or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, standard security or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (14) To apply for, promote, and obtain any Act of Parliament, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (15) To enter into any arrangements with any Governments or authorities (supreme municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights,

privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (16) To subscribe for, take, purchase or otherwise acquire and hold Shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company, and to purchase or otherwise acquire Shares in the Share Capital of the Company subject to the provisions of the Companies Act 1985.
- (17) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (18) To remunerate any person, firm or company rendering services to the Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (19) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of the Company.

(20) To purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or Auditors of the Company or of any other company which is the holding company of the Company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are or have been interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this Sub-Clause "holding company" and "subsidiary undertaking" shall have the same meanings as in Sections 736 and 258 respectively of the Companies Act 1985.

(21) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any persons who may have been Directors of or may have served the

Company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.

- (22) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (23) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures or securities of any company purchasing the same.
- (24) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, Debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (25) To procure the Company to be registered or recognised in any part of the world.

- (26) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

- IV. The liability of the Members is limited.

V. The Company's Share Capital is £100 divided into 100 Ordinary Shares of £1 each*.

WE, the 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
------------------------------------	---

<p>"James Will" James Robert Will Saltire Court 20 Castle Terrace <u>Edinburgh</u></p>	<p>One</p>
--	------------

<p>"Iain Meiklejohn" Iain Maury Campbell Meiklejohn Saltire Court 20 Castle Terrace <u>Edinburgh</u></p>	<p>One</p>
--	------------

<p>Total Shares taken</p>	<p><u>Two</u></p>
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DATED 21 July 1994

WITNESS to the above Signatures:-

"Paul Hally"
Paul William Hally
Saltire Court
20 Castle Terrace
Edinburgh
Solicitor

* On 18 August 1994 the authorised Share Capital of the Company was increased to £100,000 divided into 100,000 Ordinary Shares of £1 each.

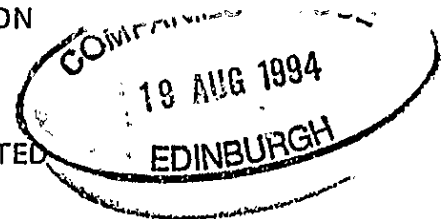
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CARRICK NEILL & CO. LIMITED



PRELIMINARY

1. 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 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply to the Company.
2. Regulations 23, 24, 46, 50, 64, 73, 74, 75, 76 and 77 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any Shares or Debentures of the Company.

SHARE CAPITAL

4. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

N.B. On 18 August 1994 the authorised Share Capital of the Company was increased to £100,000 divided into 100,000 Ordinary Shares of £1 each.

5. All unissued Shares forming part of the Share Capital of the Company on the incorporation of the Company shall be at the disposal of the Directors, and the Directors are authorised by this Article to allot, grant options over or otherwise deal with or dispose of the same to such persons and at such times and on such terms and conditions as they think proper, but the authority given to the Directors in this Article shall terminate on the date five years from the date of the incorporation of the Company and thereafter no Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Companies Act 1985, authorised to do so by the Company in General Meeting. In accordance with Section 91 of the Companies Act 1985, Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall be excluded from applying to the Company.

TRANSFER 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.

7. The instrument of transfer of a Share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor. The instrument of transfer need not be executed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

8. A Resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the Chairman or by any Member present. A demand by a person as proxy for a Member shall be the same as a demand by the Member.

DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum but shall not be less than two.
10. A Director shall not be required to hold any Share of the Company by way of qualification.
11. No person shall be appointed or re-appointed a Director at any General Meeting of the Company unless:-
 - (a) he is recommended by the Directors; or
 - (b) not less than three nor more than 21 days before the date appointed for the General Meeting there shall have been left at the Registered Office of the

Company a notice in writing signed by a Member duly qualified to attend and vote at the General Meeting of his intention to propose such person for appointment or re-appointment, and also notice in writing signed by that person of his willingness to be appointed or re-appointed.

Forthwith after any such notice as is referred to in this Regulation is left at the Registered Office of the Company, the Directors shall send a copy of such notice to each Member of the Company.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, 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.

DIRECTORS NOT TO RETIRE BY ROTATION

13. The Directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.

14. The Chairman shall not have a casting vote at Directors' meetings and accordingly, the words "In the case of an equality of votes, the chairman shall have a second or casting vote" in Regulation 88 of Table A shall not apply to the Company.

SHARE CERTIFICATES

15. Every Certificate for any Share or Shares in the Share Capital of the Company shall be signed by two Directors of the Company or by a Director of the Company and the Secretary of the Company, and Regulation 6 of Table A shall be deemed to be amended accordingly.

NO SEAL

16. The Company shall not have a seal.

Names and Addresses of Subscribers.

"James Will"
James Robert Will
Saltire Court
20 Castle Terrace
Edinburgh

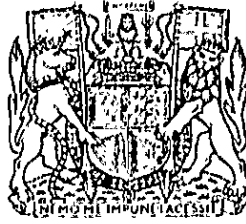
"Iain Meiklejohn"
Iain Maury Campbell Meiklejohn
Saltire Court
20 Castle Terrace
Edinburgh

Dated 21 July 1994

WITNESS to the above Signatures.

"Paul W Hally"
Paul William Hally
Saltire Court
20 Castle Terrace
Edinburgh
Solicitor

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 152257

The Registrar of Companies for Scotland hereby certifies that

RANDOTTE (NO. 344) LIMITED

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

Carrick Neill & Co. Limited

Given at Companies House, Edinburgh, the 25th August 1994

J. HENDERSON

fr Registrar Of Companies



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



COMPANIES FORM No.224

224

**Notice of accounting reference date
(to be delivered within 9 months of
incorporation)**

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

152257

Name of company

* Carrick Neill & Co 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 shown below:

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

Day Month

3 0 0 9

5 April
Day Month

0 5 0 4

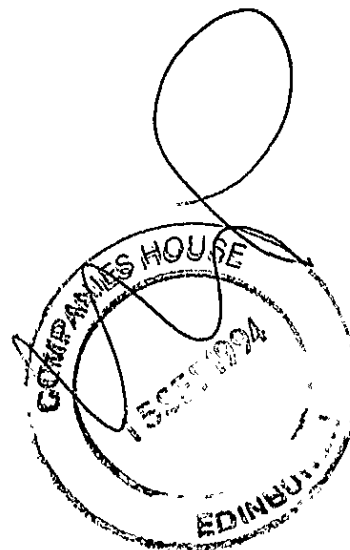
30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

†
Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate



Signed

Designation † Director

Date

12/9/94

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

Shepherd & Wedderburn WS
Saltire Court, 20 Castle
Terrace, Edinburgh EH1 2ET
(Tel: 031 228 9900)
(Ref: AJH/IBI/KB)

For official Use

D.E.B.

Post room