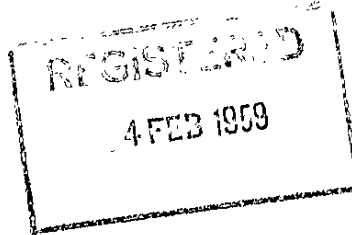


THE COMPANIES ACT 1948.



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

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

Pursuant to Section 15 (2).

*Insert the
Name of the
Company.*

LEWMAR MARINE

LIMITED.

ted by

Messrs. Lowe & Co.,

2 Temple Gardens,

Temple, London, E.C.4.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

22 APR 1968 [P.T.O.]

J. JOHN WILLIAM HORSFORD HODGSON

of 2 Temple Gardens Temple in the City of London

Solicitor

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

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

Do solemnly and sincerely declare that I am (a) A Solicitor of the
Supreme Court engaged in the formation

of _____
Lewmar Marine _____ Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at 2 Temple Gardens
Temple in the City of London

the 22nd day of January
one thousand nine hundred and fifty-nine

Before me,

G. R. Martyn

A Commissioner for Oaths [or Notary Public or]

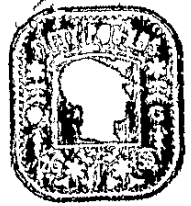
Note.—This margin reserved for binding and must not be written across.

John William Horsford Hodgson

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

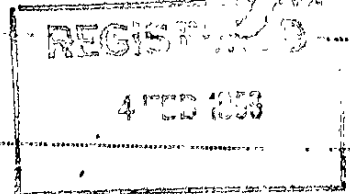
COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

LEWMAR MARINE



LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

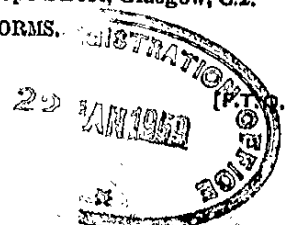
Messrs. Lowe & Co.,

2 Temple Gardens, Temple, London, E.C.4.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 75 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 8-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



THE NOMINAL CAPITAL

OF

LEVMAR MARINE

Limited,

is £ 10,000, divided into:

10,000

Shares of

£1

each

Shares of

each

*Signature

M. J. W. 6/10.

Description

Solicitors engaged in the
formation of the Company.

Dated the

22nd

day of

January

1959.

*This Statement should be signed by an Officer of the Company, or
by the Solicitor(s) engaged in the formation.

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



The Companies Act, 1948



COMPANY LIMITED BY SHARES



Memorandum of Association

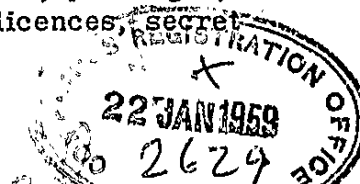
OF

LEWMAR MARINE LIMITED.

REGISTERED

4 FEB 1959

1. The name of the Company is "LEWMAR MARINE LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To acquire and take over as a going concern the business now carried on at Emsworth in the County of Hants under the style or firm name of Lewmar Engineering Company and all or any of the assets and liabilities of the proprietors of that business in connection therewith and with a view thereto to adopt the Agreement referred to in Clause 3 of the Company's Articles of Association and to carry the same into effect with or without modification.
 - (B) To carry on business as Marine and Mechanical and General Engineers and as Manufacturers; repairers and letters on hire of and wholesalers and retail dealers in all forms of Marine equipment machinery and fittings, general machinery etc.
 - (C) 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.
 - (D) 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 necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) 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.
- (G) 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.
- (H) 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.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (J) 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 customers and others.
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees

of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) 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.
- (N) 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.
- (O) 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.
- (P) 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 subsidise or otherwise assist any such company.

- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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.
- (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 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.

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

4. The liability of the members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>Alfred Shepherd</i> <i>12 Sandhurst Ave.</i> <i>Blacksworld</i> <i>London.</i> <i>N.W.2.</i> <i>Engineer</i></p>	<p><i>One</i></p>
<p><i>C. A. Cole</i> <i>12 Knowle Park Ave.</i> <i>Staines, Middx</i> <i>Retired Bank Manager</i></p>	<p><i>One</i></p>

DATED the *21st* day of *January* 1959.

WITNESS to the above Signatures :-

D. J. Green.
29. Duwood Court,
Rochester Square.
London. N.W.1.
Secretary.



The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

LEWMAN MARINE LIMITED.

REGISTERED

4 FEB 1959

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 79, 88, and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 6 (but not regulation 5) of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The Company shall adopt and carry into effect an agreement dated the 31st day of December 1958 and made between Leonard Douglas Lewery and Henry Charles Shepherd of the one part and Henry Charles Shepherd on behalf of the Company of the other part, referred to in clause 3 (A) of the Memorandum of Association, subject to such, if any, modifications or alterations as the Directors may think fit, and every member of the Company shall be deemed to assent to and approve of the said agreement and any modifications made therein as aforesaid. Notwithstanding anything contained in these Articles, any Director may vote upon any resolution for carrying this Article into effect or upon any question or matter arising thereout, notwithstanding that he is interested therein.

SHARES.

4. The share shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation

2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to the provisions of the agreement referred to in Article 3 as to the shares to be allotted in pursuance thereof, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

5. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of the agreement referred to in Article 3 and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

6. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

7. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES.

8. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not

exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

9. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say - HENRY CHARLES

SHEPHERD and LEONARD DOUGLAS LEWERY.

12. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I,

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

14. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

15. The office of a Director shall be vacated —

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

17. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

18. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS.

19. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

20. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

21. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act

in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

At Shepherd.
12 Sanders Road Ave.
Licklewood
N 2.

E. J. Cell
12 Knowle Park Avenue
Staines, Middlex
Retired Bank Manager

DATED this 21st day of January 1959.

WITNESS to the above Signatures :-

L. J. Green.
29, Inwood Court,
Rochester Square.
London. N.W.1
Secretary.

DUPLICATE FOR THE FILE

No. 620277



Certificate of Incorporation

I Hereby Certify That

LEWMAR MARINE LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Fourth day of February One Thousand Nine Hundred and Fifty nine.

[Signature]
ASSISTANT Registrar of Companies

Certificate
received by

[Signature]
for Howe & Co

Date

4.3.59

62-5277

111



THE COMPANIES ACT 1948

COMPANIES
REGISTRATION

2/12/63

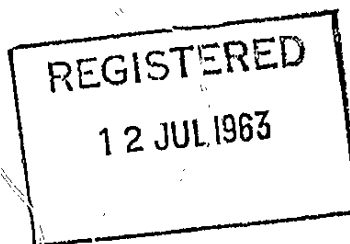
COMPANY LIMITED BY SHARES

Resolution

of

LEWMAR MARINE LIMITED

Passed the 21st day of May, 1963

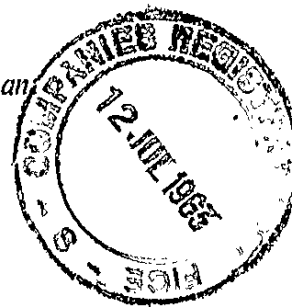


At an ORDINARY GENERAL MEETING of the Shareholders duly convened and held at the Royal Hotel, West Town, Hayling Island, on Tuesday, 21st May, 1963, the following Resolution was approved and passed:—

“That the Capital of the Company be increased to £20,000 by the creation of 10,000 additional shares of One Pound each, ranking *pari passu* in all respects with the existing Ordinary Shares of the Company”.

H. C. SHEPHERD,

Chairman



2/12/63

2/12/63

No. of Company.

620,277

18



THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63

Name
of

Company

LEWMAR MARINE

Limited.

REGISTERED

12 JUL 1963

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85, LONDON WALL, LONDON, E.C.2;

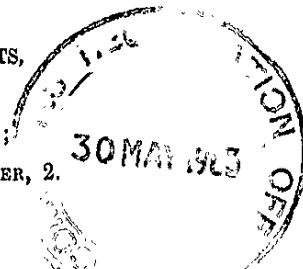
69, PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM, 3;

109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

[C.A. 38.]

4/49.



c10.0

TO THE REGISTRAR OF COMPANIES.

LEWMAR MARINE

Limited, hereby gives you notice pursuant to

section 63 of The Companies Act, 1948, that by (a) ORDINARY

Resolution of the Company dated the 21st day of

MAY, 1963, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 10,000

beyond the Registered Capital of £ 10,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
<u>10000</u>	<u>Ordinary</u>	<u>£1.</u>

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

Ranking pari passu with the existing
Ordinary shares of the Company.

Signature A. J. Grey
(~~State whether Director or Secretary.~~)

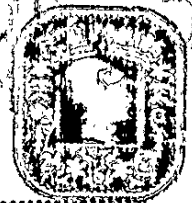
Dated the 21st day of May 1963

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

17



LEWMAR MARINE

COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

REGISTERED

12 JUL 1963

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

MOLLER, BETTS & CO.

27/41 NEW BROAD STREET, LONDON, E.C.2

Stamps
L.C.S. 302

The NOMINAL CAPITAL of.....LEWMAR MARINE.....

.....Company, Limited,

has by a Resolution of the Company dated.....21st MAY 1963.....

been increased by the addition thereto of the sum of £.....10,000....., divided into

.....10000.....shares of £.....1.....each, beyond the Registered Capital of

.....£10000.....

Signature.....D. P. Shepherd.....

Description.....DIRECTOR.....

Date.....17th June 1963.....

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

620277

FOR THE PAID

me

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Resolutions

OF

Lewmar Marine Limited.

REGISTERED

13 APR 1965

Passed 2nd April 1965

Brookings 580327

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 2nd day of April 1965 the following ORDINARY RESOLUTION was duly passed :-

1. THAT the Share Capital of the Company be increased to £40,000 by the creation of 20,000 additional shares of £1 each

AT the same Meeting the following Resolution was duly passed as a SPECIAL RESOLUTION :-

2. THAT the Articles of Association of the Company be altered as follows :-
 - (a) by the deletion of Articles 4, 5 and 8
 - (b) by the adoption of the following new Articles to be included after Article 21

alt Art's

SPECIAL ARTICLES

22. So long as the Company is indebted to Charterhouse or Charterhouse is the holder of not less than 25 per cent. in nominal value of the

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(2)

ordinary share capital of the Company for the time being issued then notwithstanding anything to the contrary contained in these Articles the following provisions shall have effect :-

- (a) Charterhouse shall be entitled by notice in writing delivered at or sent by recorded delivery to the Company at its registered office for the time being
 - (i) to appoint the person specified in such notice who shall be subject to the approval of the Directors such approval not to be unreasonably withheld as a Director at a fee at the rate of not less than £400 per annum (together with all reasonable expenses in attending and returning from meetings of the Directors or any committee of Directors or general meetings or in connection with the business of the Company) which shall be payable to Charterhouse and
 - (ii) to remove such Director and to appoint another such person in his stead

Such Director shall not be removed by the Company or be subject to retirement by rotation or required to hold any share qualification and shall be at liberty from time to time to make such disclosure to the directors of Charterhouse relative to the business and affairs of the Company and of any subsidiary of the Company as he may in his absolute discretion determine During such time or times (if any) as there shall not be a Director nominated by Charterhouse Charterhouse shall upon written request be entitled to examine the books and accounts of the Company and to be supplied from time to time with such information as to the trading and the financial position and interests of the Company and of its subsidiary as it may reasonably require

(b) the Company shall not without the consent of a majority of the Board of Directors which majority shall include the Director for the time being appointed to the Board by Charterhouse or if there shall for the time being be no such Director then without the consent in writing of Charterhouse

- (i) create any mortgage or charge whether fixed or floating or any other incumbrance of a similar nature on its undertaking or

assets or any part thereof

(ii) enter into or give or permit or suffer to subsist any guarantee of the due payment of money or performance of any contract engagement or obligation by any other person

(iii) borrow or raise any sum or sums whereby the aggregate amount for the time being outstanding of moneys borrowed or raised by the Company its holding company and all the subsidiaries of such holding company otherwise than from Charterhouse would exceed the sum of £20,000

For the purpose of this sub-paragraph any amounts owing by the Company its holding company or any subsidiary of its holding company and outstanding under deferred payment or abnormal credit terms the aggregate amount of any book debts sold by the Company its holding company or any such subsidiary or invoiced to, or through a sales discount company and any amounts raised by accommodation bills or by acceptances under any acceptance credit opened on behalf of the Company its holding Company or any such subsidiary shall be deemed to be borrowed moneys

(iv) enter into any contract or other arrangement or commitment involving expenditure on capital account whereby the amount or the aggregate amount of such expenditure by the Company its holding company and all the subsidiaries of such holding company would exceed £5,000 in any one year or on any one project

For the purpose of this sub-paragraph the aggregate amount payable under any agreement for hire, hire purchase or purchase on deferred terms shall be deemed to be capital expenditure incurred in the year in which such agreement is entered into

(v) engage any new employee at remuneration which shall exceed the rate of £2,000 per annum or

(vi) increase the remuneration of any employee so that the same shall exceed the rate of

(4)

£2,000 per annum or increase the remuneration of any employee whose existing remuneration exceeds such rate

For the purpose of sub-paragraphs (v) and (vi) of this paragraph the expression "remuneration" includes salary, commission, fixed allowance by way of expenses, contributions or premiums paid by the Company or any subsidiary to any pension scheme for the benefit or in respect of any policy of assurance on the life of an employee and all other emoluments

(vii) issue any unissued shares for the time being in the capital of the Company

23.(i) All unissued shares for the time being in the capital of the Company shall before issue be offered in the first instance for subscription to the Members holding shares of the same class in proportion as nearly as may be to the number of such shares held by them and at the same price

(ii) Each such offer shall be made in writing and shall specify the number of shares for which the Member is entitled to subscribe and shall limit a time within which the offer, if not accepted, will be deemed to have been declined and after the expiration of such time or upon receipt of intimation from the Member to whom the offer is made that he declines to accept the shares offered such shares shall be offered for subscription to the other Members in the same manner (*mutatis mutandis*) as the shares originally offered to them for subscription. Any shares not subscribed by the Members pursuant to the foregoing offers shall be at the disposal of the Directors who may allot dispose of or grant options over the same to such persons on such terms and in such manner as they think fit provided that this paragraph shall not apply to any shares issued to Charterhouse pursuant to an Agreement made the 2nd day of April 1965 between the Company of the first part Henry Shepherd Limited of the second part Henry Charles Shepherd of the third part and Charterhouse Industrial Development Company Limited of the fourth part

(5)

24. No share shall be transferred to any person save in accordance with the provisions of this Article :

- (A) Except in the case of a Transfer made pursuant to paragraphs (G) and (I) hereof a Member (hereinafter called "the retiring member") desirous of Transferring any Shares (hereinafter called "the Shares") shall give a notice in writing (hereinafter in this Article called "a sale notice") to the Company that he desires to transfer the shares and shall at the same time deposit with the Company the Share Certificate(s) in respect of the Shares. Such sale notice shall specify the price at which the retiring member proposes to sell the Shares (hereinafter called "the sale price") and shall constitute the Company his agent to sell the whole (but not a part) of the Shares to any member or members for the time being holding shares of the same class (hereinafter called "the purchasing member or members") at the sale price
- (B) No member shall be entitled to deal with any Shares so as to create in favour of any person any interest of a nature which would cause the Company if it were an exempt private company to cease to be such a company within the meaning of Section 129 of the Act without first offering the same to the other members of the Company in accordance with the provisions of this Article
- (C) Upon receipt of a sale notice the Directors shall give notice of the receipt thereof to all the members holding shares of the same class as the Shares other than the retiring member in manner hereinafter provided offering the Shares for purchase at the sale price to the said holders as nearly as may be in proportion to their respective holdings of shares of the same class in the Company and shall limit a time (which shall not be more than 28 days) within which such offer if not accepted in whole or in part shall be deemed to be declined, and shall notify such persons that any such person who desires to purchase shares in excess of his said proportion shall in his reply state how many additional shares he desires to purchase at the sale price, and if all such persons do not accept

their said proportions in full the unaccepted shares shall be used for satisfying the said claims for additional shares. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted shares shall be distributed amongst persons making such claims as nearly as may be in proportion to the said respective holdings of shares in the Company provided that no person shall be bound to take more additional shares than those he shall have offered to purchase. The Directors shall offer any such shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to receive such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot be offered without giving rise to fractions, to the members or some of them in such proportions or in such manner as may be determined by lots to be drawn under the direction of the Directors

- (D) If the Company shall within thirty days after being served with a sale notice find a purchasing member or members willing to purchase the whole of the Shares and shall give notice thereof to the retiring member he shall be bound, upon payment of the sale price, to transfer such shares to the purchasing member or members who shall be bound to complete the purchase within one month from the service of the last mentioned notice
- (E) If in any case the retiring member after having become bound as aforesaid makes default in transferring any of the Shares the Company may receive the purchase money and thereupon the Directors shall nominate some person to execute a transfer of the Shares in the name and on behalf of the retiring member and shall cause the purchasing member's name to be entered in the Register as the holder of the Shares and the Company shall hold the purchase money in trust for the retiring member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register in purported exercise of the aforesaid power the validity

of the proceedings shall not be questioned by any person

(F) If the Company shall not within such period of thirty days as aforesaid find a purchasing member or members for the whole of the Shares and shall not give notice in manner aforesaid or if, through no default of the retiring member, the purchase of all the shares comprised in a sale notice shall not be completed within one month after the service on the retiring member of the notice provided for by paragraph (D) hereof, the retiring member shall at any time within three calendar months after the expiration of such period be at liberty subject to Clause 3 of Part II of Table "A" (as hereinafter modified) to sell and transfer the shares or any part thereof to any person and at any price not being less than the sale price. If the retiring member shall sell and transfer any shares to a person under the provisions of this paragraph the Directors may before registering a transfer of such shares to such person require the retiring member and the purchaser of such shares to furnish them with such information, supported if the Directors so require by statutory declaration, as they may consider necessary in order to be satisfied that the price paid for such shares was not less than the sale price and that the transfer is not part of a larger transaction or one of a series of transactions under which compensatory benefit is given by or on behalf of the retiring member

(G) Any share may be transferred by a member to his family which shall include any child or other issue, any adopted child, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, any adopted child, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member, and shares standing in the name of a deceased member or his executors or administrators may be transferred to the trustees of his Will, and shares standing in the name of the trustees of the Will of any deceased member may be

(8)

transferred upon any change of trustees to the trustees for the time being of such Will

(H) The Directors shall not be entitled to decline to register the transfer of any share made pursuant to the foregoing provisions of this Article save only where registration would result in the number of members of the Company exceeding the limit hereinbefore mentioned and Clause 3 of Part II of Table "A" shall be varied accordingly

(I) Notwithstanding anything to the contrary contained in these presents

(i) any share may be transferred to Charterhouse pursuant to the said Agreement made the day of March 1965 between the Company of the first part Henry Shepherd Limited of the second part Henry Charles Shepherd of the third part and Charterhouse Industrial Development Company Limited of the fourth part

(ii) any Charterhouse Company shall be entitled from time to time and at any time and for any consideration whatsoever to sell or transfer all or any shares in the Company now or which may at any time hereafter be held by it to any other Charterhouse Company or Companies

(iii) upon any such transfer being made the transferee shall thereupon be registered as the holders of the shares so transferred and any such sale, transfer or registration shall be valid and effectual in all respects notwithstanding that the procedure specified in this Article shall not have been followed

25. For the purpose of Articles 22, 23 and 24 hereof any shares for time being held by Charterhouse shall be deemed to be a separate class of shares and the provisions of those Articles to be special rights attached to such shares and accordingly such provisions shall not be varied except with the consent or sanction of Charterhouse given in accordance with the provisions of Clause 4 of Part I of Table A in the First Schedule to the Act

26. In these Articles the expressions "Charterhouse" and "Charterhouse Company" mean any of them The Charterhouse Group Limited and, so long as they are subsidiaries of The Charterhouse Group Limited, Charterhouse Industrial Development Company Limited, Charterhouse Industrial Holdings Limited, The Charterhouse Finance Corporation Limited, Charterhouse Japhet Limited, Charterhouse Japhet Securities Limited, Chetwynd House Investment Company Limited and S.J. Nominees Limited and include any nominee or nominees of any such company.

- (c) by the deletion in Article 11 of the word "five" and the substitution therefor of the word "six"
- (d) by renumbering the Articles of Association accordingly.

I certify this to be a true copy of the Resolutions.

Chetwynd
Chairman.

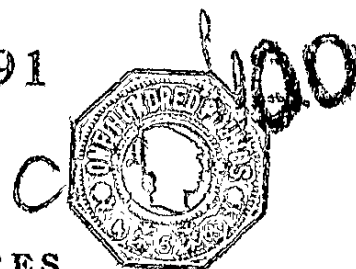
Number of
company } 529277 / 28

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

LEVMAR MARINE

LIMITED

REGISTERED

13 APR 1965

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

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

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

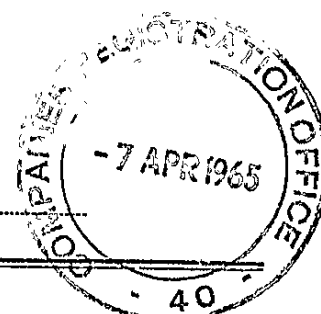
Presented by

WALFORD & CO.,

175 THE BROADWAY,

CRICKLEWOOD,

N.W.2.



The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

OF

LEONARD MARTINEZ

Signature.

ACF Reflex

(State whether Director or Secretary) DIRECTOR

Dated the Sixth day of April 1965.

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

Number of
Company

620277

25

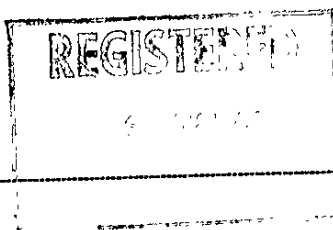
Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

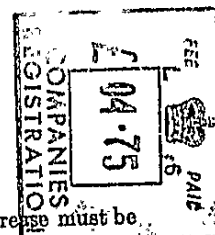
Pursuant to section 63

Insert the
Name
of the
Company



LEWMAR MARINE

LIMITED



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

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

WALFORD & CO.
175 THE BROADWAY,
CRICKLEWOOD, N.W.2.



The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

To THE REGISTRAR OF COMPANIES.

Lewman Marine

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extraordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by an Ordinary

Resolution of the Company dated the Second day of April 1965.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £20,000. _____ beyond the Registered Capital

of £ 20,000.

The additional Capital is divided as follows :—

Number of Shares

Class of Share

Nominal amount
of each Share

20,000

Ordinary

21.

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

The new Ordinary Shares rank pari passu and form one class of shares with the existing Ordinary Shares

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

Signature.

Colt's

State whether Director
or Secretary

DIRECTOR

Dated the Sixth day of April, 1965.

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

620277/34



COMPANY LIMITED BY SHARES

Resolution

OF

LEWMAR MARINE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 11th day of May, 1967, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

REGISTERED
19 MAY 1967

THAT the Article originally numbered 17 but subsequently renumbered as 14 by paragraph (d) of the Special Resolution passed at the Extraordinary General Meeting of the Company on 2nd April, 1965 and Special Articles 22 to 26 inclusive adopted by paragraph (b) of that Special Resolution and subsequently renumbered as numbers 19 to 23 inclusive by paragraph (d) of that Special Resolution be and the same are hereby deleted and that the following new Articles to be numbered 14, 19, 20, 21 and 22 be and the same are hereby adopted:—

"14. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

19. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

20. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

21. In the following Article the expression "Charterhouse" means Charterhouse Industrial Development Company Limited, The Charterhouse Group Limited and any other Company which is for the time being a subsidiary of The Charterhouse Group Limited and any of them and include any nominee or nominees of any such Company.

22. So long as the Company is indebted to Charterhouse:—

(A) Charterhouse shall upon written request be entitled to examine the books and accounts of the Company and to be supplied from time to time with all information (including copies of all published accounts of the Company Directors reports and notices of Annual General Meetings and of all other notices given to members of the Company) relative to the business affairs and financial position of the Company and of its subsidiaries (if any) which it may reasonably require;

(B) the Company shall not without the consent in writing of Charterhouse create any mortgage or charge whether fixed or floating or any other incumbrance of a similar nature on its undertaking or assets or any part thereof."

F. J. MASTERS,

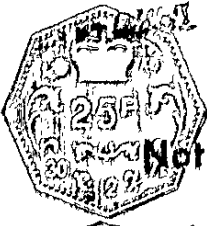
Secretary

MR. J. S. BAINES,
SOLICITOR,
10, CECIL STREET,
LONDON, E.C.2.



INT £ 0.45

ced f 200



THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital



of Companies

Notice of Company

LEWMAR MARINE



ted*

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hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/
~~extraordinary/special~~* resolution of the company dated the FIFTH DAY OF NOV. 1971,
the nominal capital of the company has been increased by the addition thereto of a sum of
£ 40,000 beyond the registered capital of £ 40,000 The additional
capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
40,000	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the
new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

PART PAID WITH EXISTING SHARES

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. ~~A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1927.~~

Signed *gh*

State whether Director or Secretary *company secretary*

Date 22. 11. 71

* Delete as necessary

Presented by:

f as above *gh*
co. sec.

Presenter's reference:

LNOYPS 001754



Form No. 10A
(See notes overleaf)

62027

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THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

RESOLUTION

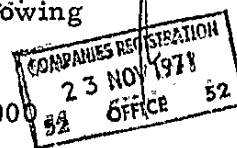
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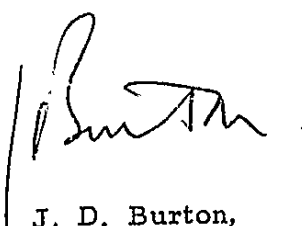
LEWMAR MARINE LIMITED

Passed the 5th day of November 1971

At an ORDINARY GENERAL MEETING of the Shareholders duly convened and held at the Company's registered office at Southmoor Lane, Havant on Friday, November 5, 1971, the following Resolution was approved and passed: -

"That the capital of the Company be increased to £80,000 by the creation of 40,000 additional shares of One Pound each, ranking pari passu in all respects with the existing shares of the Company".




J. D. Burton,
CHAIRMAN.

φ

THE COMPANIES ACTS 1948 to 1967.

SPECIAL RESOLUTION

of

LEWMAR MARINE LIMITED

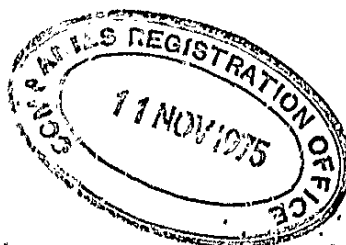
At an Extraordinary General Meeting of the above named Company duly convened and held at Charterhouse Industrial Development Co. Limited on 11th May, 1967 the following Resolution was passed as a Special Resolution :-

SPECIAL RESOLUTION

THAT the Article originally numbered 17 but subsequently renumbered as 14 by paragraph (d) of the Special Resolution passed at the Extraordinary General Meeting of the Company on 2nd April, 1965 and Special Articles 22 to 26 inclusive adopted by paragraph (b) of that Special Resolution and subsequently renumbered as numbers 19 to 23 inclusive by paragraph (d) of that Special Resolution be and the same are hereby deleted and that the following new Articles to be numbered 14, 19, 20, 21 and 22 be the same are hereby adopted :-

14. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
19. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.
20. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

/continued/.....



21.


In the following Article the expression "Charterhouse" means Charterhouse Industrial Development Company Limited, The Charterhouse Group Limited and any other Company which is for the time being a subsidiary of The Charterhouse Group Limited and any of them and include any nominee of any such Company.

22.

So long as the Company is indebted to Charterhouse :-

(a) Charterhouse shall upon written request be entitled to examine the books and accounts of the Company and to be supplied from time to time with all information (including copies of all published accounts of the Company Directors reports notices of Annual General Meetings and of all other notices given to members of the Company) relative to the business affairs and financial position of the Company and of its subsidiaries (if any) which it may reasonably require;

(b) the Company shall not without the consent in writing of Charterhouse create any mortgage or charge whether fixed or floating or any other incumbrance of a similar nature on its undertaking or assets or any part thereof.


.....
Chairman

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

S P E C I A L R E S O L U T I O N S

OF

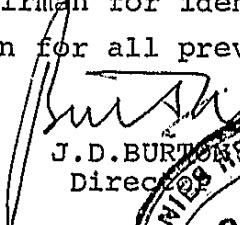

LEWMAR MARINE LIMITED
(Passed 14th May 1982)

At an Extraordinary General Meeting of the abovenamed Company duly convened and held on 14th May 1982, the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. That the objects of the Company be altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in a print annexed hereto and signed by the Chairman for identification.
2. That the Articles of Association contained in the print attached hereto and signed by the Chairman for identification be adopted by the Company in substitution for all previous Articles of Association.

LINKLATERS & PAINES
BARRINGTON HOUSE,
59-67, GRESHAM STREET,
LONDON EC2V 7JA
TEL. 01-606 7080 LTB/msm.


J.D. BURTON
Director


No. 620277

187

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Memorandum

(as amended by Special Resolution passed on 14th May, 1982)

AND

NEW

Articles of Association

(Adopted by Special Resolution passed on 14th May, 1982)

OF

LEWMAR MARINE LIMITED

Incorporated the 4th day of February, 1959

I certify this is a true copy of the Memorandum and Articles of Association of the Company as altered by special Resolution duly passed on 14th May 1982

LINKLATORS & PAINES,
Barrington House,
59-67, Gresham Street,
LONDON, EC2V 7JA.

Smith



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(As amended by Special Resolution passed on 14th May, 1982)

- of -

LEWMAR MARINE LIMITED

1. The name of the Company is "LEWMAR MARINE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on business as ~~Original~~ Marine and Mechanical and General Engineers and as Manufacturers, repairers and letters on hire of and wholesalers and retail dealers in all forms of Marine equipment machinery and fittings, general machinery etc;
 - (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 object of the Company;
 - (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 necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof;
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise 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 any object of the Company 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) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others;

(I) 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 customers and others;

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees;

(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 subsidise 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;

27
(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 and for no consideration to a company which is a subsidiary company of the Company or to a holding company of the Company or to a subsidiary company of such a holding company;

1.2
(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 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;

(U) 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;

(V) 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 the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only, if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way be limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £10,000, divided into 10,000 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

7
respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.*

*Notes (1) By ordinary resolution passed on 21st May, 1963 the capital of the Company was increased to £20,000 by the creation of 10,000 new shares of £1 each.
(2) By ordinary resolution passed on 2nd April, 1965 the capital of the Company was increased to £40,000 by the creation of 20,000 new shares of £1 each.
(3) By ordinary resolution passed on 5th November, 1971, the capital of the Company was increased to £80,000 by the creation of 40,000 new shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
H.C. SHEPHERD 12 Sanderstead Avenue, Cricklewood, N.W.2. Engineer	One
E.A. COLE 12 Knowle Park Avenue, Staines, Middlesex. Retired Bank Manager	One

DATED the 21st day of January, 1959.

WITNESS to the above Signatures:-

D.I. GREEN,
29 Inwood Court,
Rochester Square,
London N.W.1.

Secretary

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 14th May, 1982)

- of -

LEWMAR MARINE LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except for regulations 5 and 71 and as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated.

SHARES

2. Subject to Section 14 of the Companies Act 1980, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.

3. Subject to the provisions of and so far as may be permitted by law, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment for any such purpose otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares of otherwise as permitted by law. Regulation 3 shall not apply.

TRANSFER OF SHARES

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

TRANSMISSION OF SHARES

5. The proviso to regulation 32 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58.

7. A resolution in writing (which may consist of several documents in like form) signed by all the members for the time being entitled to receive notice of and attend and vote at general meeting (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company, duly convened and held.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than six.

9. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78.

POWERS AND DUTIES OF DIRECTORS

10. A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulation 84, other than paragraph (1) thereof, shall not apply.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.

- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

12. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

PROCEEDINGS OF DIRECTORS

13. The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of person other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 shall not apply.

14. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 16 his alternate Director) shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more persons. Regulation 106 shall not apply.

ROTATION OF DIRECTORS

15. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

ALTERNATE DIRECTORS

16. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved

by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting for more than one Director, his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

ACCOUNTS

17. In regulation 127, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP

18. In regulation 135, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY

19. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour (or in which the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 448 or the Act in which relief is granted to him by the court. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are permitted by law.

OVERRIDING PROVISION

20. Whenever Marine Systems Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such, appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred

or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.



Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Form No. 3

430

Please complete
in black type, or
bold black lettering

To the Registrar of Companies

For official use

076

*delete if
inappropriate

LEWMAR MARINE

Limited*

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number	Day	Month
620277	28	02

delete as
appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day	Month	Year
28	02	1979

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

delete as
appropriate

The company is a ~~subsidiary~~ [holding company]† of

N/A

, company number

the accounting reference date of which is

delete as
appropriate

Signed

Christopher J. Glenn

[Director] ~~[Secretary]~~ Date 30th August, 1978

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

Christopher J. Glenn,
Commercial Director,
Lewmar Marine Ltd.,
Southmoor Lane,
Havant, Hampshire.

For official use
Data punch

General section

Post room



12

50 Notice of claim to extension of period allowed for laying and delivering accounts
— overseas business or interests

G

COMPANIES FORM No. 242

Notice of claim to extension of
period allowed for laying and
delivering accounts — overseas
business or interests

242

Pursuant to section 242 of the Companies Act 1985

Please do not
write in this
margin

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

To the Registrar of Companies

For official use

Company number

11014

620217

Name of company

* LEWMAR MARINE LTD

* insert full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as
appropriate

Day Month Year

28 02 1986

Signed

P.A. Jenkins

[Director][Secretary]† Date

17. 12. 1986

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

01504119815

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

P. A. JENKINSON
LEWMAR MARINE LTD
SOUTHMOOR LANE,
HAVANT, HANTS

For official Use
General Section

Post room



150 Notice of claim to extension of period allowed for laying and delivering accounts
— overseas business or interests

G

COMPANIES FORM No. 242

Notice of claim to extension of
period allowed for laying and
delivering accounts — overseas
business or interests

Pursuant to section 242 of the Companies Act 1985

242

Please do not
write in this
margin

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

* insert full name
of company

† delete if
appropriate

To the Registrar of Companies

For official use

Company number

[] [] [] []

620277

Name of company

LEWMAR MARINE LTD

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

2 8 0 2 1 9 8 7

Signed

P. A. Jenkinson

[Director][Secretary]† Date 2. 9. 87

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 1 9 8 5

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

P. A. JENKINSON
LEWMAR MARINE LTD
SOUTHMOOR LANE
AQUINT, HANTS

For official Use
General Section

Post room

COMPANIES REGISTRATION
1 0 SEP 1987
M OFFICE 1

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

13/12

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

6	2	0	2	7	7
---	---	---	---	---	---

Name of company

LEWMAR MARINE LTD									
-------------------	--	--	--	--	--	--	--	--	--

* insert full name of company

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	0	3
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having; come to an end][will come to an end]† on

Day Month Year

3	1	0	3	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of LEWMAR PLC

the accounting reference date of which is 31.03.1988, company number 960932

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on 9/6 and it is still in force.

Signed P A Jenkinson

Designation: DIRECTOR

Date 26.10.1987

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

FOR INFORMATION
Jordan's
JORDAN & SONS LIMITED



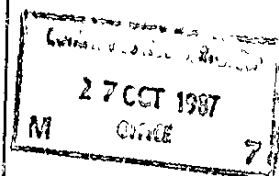
5.87

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

P. A. JENKINSON
LEWMAR MARINE LTD,
SOUTHMOOR LANE,
HAYANT,
PLANTS

For official Use
General Section

Post room



Company No. 620277

THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

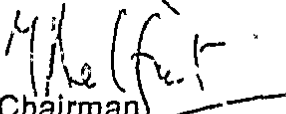
LEWMAR MARINE LIMITED

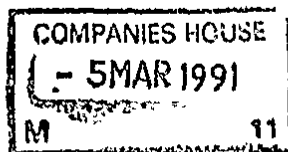
At an Extraordinary General Meeting of the Company duly convened and held at Priest House, Priest Street, Cradley Heath, Warley, West Midlands on 30th January 1991 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT, in order to remove the restriction on the maximum number of directors, in Article 8 the words "nor more than six" be deleted.

Dated this 30th day of January 1991


Chairman



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--

620277

Name of company

* LENMAR MARINE LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month Year

The current accounting reference period of the company is to be treated as [shortened]~~[extended]~~† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

3	1	1	2	1	9	9	1
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed HIK HOLT

Designation† SECRETARY

Date 10.4.91

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

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
10, FETTER LANE
LONDON E1 6JH
TELEGRAMS: JORDAN L
TELEPHONE: 01-252 3121



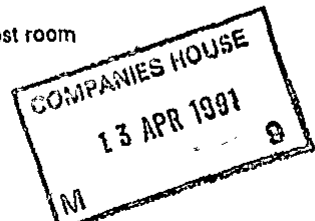
5/87

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

HIK HOLT
LENMAR MARINE LTD
SOUTHMOOR LANE
HAYANT
HANTS
PO9 1JJ

For official Use
General Section

Post room



G

COMPANIES FORM No. 244

244**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**Please do not
write in this
marginPursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

620277

Name of company

* LENMAR MARINE LIMITED

* insert full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~(ending)~~ (which ended on)†

† delete as
appropriate

Day Month Year

25 03 1991
31± Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateSigned W. H. HOLT

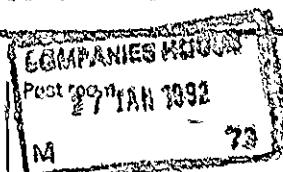
Designation: SECRETARY

Date JAN 23, 1992

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

05 04 1985

Presentor's name address
telephone number and reference (if any):MRS H K HOLT
LENMAR MARINE LTD
SOUTHMOOR LANE
HAYANT
HANTS
PO9 1JJFor official use
D.E.B.

G**COMPANIES FORM No. 244****244****Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interest**Please do not
write in this
marginPursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989.Please complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company† delete as
appropriate‡ insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateTo the Registrar of Companies
(Address overleaf)

Company number

620277

Name of company

LENMAR MARINE LIMITED

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] (which ended on) ‡

Day Month Year

3 1 1 2 1 9 9 2

Signed

HKTOW

Designation: COMPANY
SECRETARY

Date 20-9-93

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presenter's name address
telephone number and reference (if any):HELEN HOLT
LENMAR MARINE LTD
SOUTHMOOR LANE
HAVANT
HANTS PO9 1JJ
0705 471841 X292For official use
O.E.B.

Post room

