

No. of
Company } 940017

Form 41,

THE COMPANIES ACT, 1948.



A 5/-
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).

Name
of
Company

MARTINDALES OIL BURNER SERVICES Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2;

Presented by _____

[C.A. 1.]
11/30



I ALCUIN EDWARD FEENY

of 3 Brunswick Street, Liverpool, 2.

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation 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 MARTINDALES OIL BURNER SERVICES

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 Liverpool in the

County of Lancaster

the 25th day of June September

one thousand nine hundred and sixty-eight

Before me,

* George R. Jones
Notary Public.

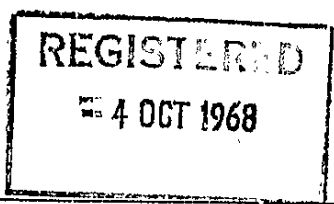
* A Commissioner for Oaths.
~~Notary Public.~~
~~Justice of the Peace.~~

Alcuin Feeny

940017/2

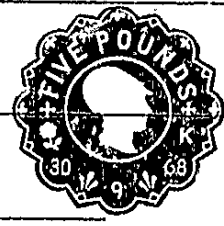
Form 25.

No. of Company _____



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MARTINDALES OIL BURNER SERVICES



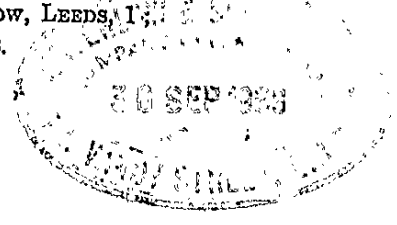
LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1938.)

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

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by _____



[C.A.30]
11/60.

The NOMINAL CAPITAL of _____

Martindales Oil Burner Services Limited

is £5,000 divided into 5,000 shares of £1 each

Signature _____

Secy. Secy.

State whether Director or Secretary.

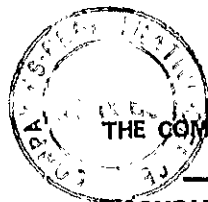
585
Date ^{25th} ~~20th~~ day of ^{September} ~~June~~ 1968

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
(Adopting Table "A" with Modifications)
OF
MARTINDALES OIL BURNER SERVICES LIMITED
(A Private Company within the meaning of the above Act)

Incorporated the day of 1968.



C R
X3

101
477

COMPANY LIMITED BY SHARES

940017

3

Memorandum of Association



- of -

REGISTERED

4 OCT 1968

MARTINDALES OIL BURNER SERVICES LIMITED.

1. The name of the Company is "MARTINDALES OIL BURNER SERVICES 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 all or any of the following businesses, namely:- oil fired heating engineers, solid fuel heating engineers and engineers for heating by any other fuel or power, installers, constructors and manufacturers of heating units and installations, maintainers and repairers of heating units and installations, precision engineers, manufacturing engineers, electrical engineers, motor engineers, mechanical engineers, general engineers, tool manufacturers and designers and manufacturers of industrial and domestic electrical, gas, oil and other equipment
 - (B) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
 - (C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects.
 - (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or

otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(G) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(I) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

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

(K) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(L) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or

authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(M) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so directly or indirectly to benefit the Company.

(N) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or their families, dependants or connections, and to grant pensions, gratuities and allowances to any such persons and to make payments towards insurance for the benefit of any such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(O) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(P) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(Q) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(R) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(S) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(T) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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 either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise

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

It is hereby declared that in the construction of this Clause each sub-clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £5,000 divided into 5,000 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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Company's

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 (in words).
J. R. H. MARTINDALE HEATHER LEA WEST KIRBY CHESHIRE	ONE
Paul Merchant	
DA. Martindale, Heather Lea West Kirby Cheshire, Housewife.	ONE.

DATED the 25th day of September 1968

WITNESS to the above Signatures:

In Affirmation
31 Chancery Road
Liverpool 15
Secretary

940017/4

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

REG.

ED

4 OCT 1968



Articles of Association

- of -

MARTINDALES OIL BURNER SERVICES LIMITED.

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in or made applicable by Part II of Table A in the First Schedule of the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.
2. Regulations 22, 23, 24, 39, 53, 62, 75, 79, 84(2), 88, 96, 97 and 130 of Part I of Table A and Regulations 3 and 6 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a private company within the meaning of Section 28 of the Act and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

CAPITAL AND SHARES

4. The original share capital of the Company is £5,000 divided into 5,000 ordinary shares of £1 each.
5. The shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting 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.
6. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

LIEN

7. The liens conferred by Regulation 11 of Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferor shall be deemed to be the holder of the share until the name of the transferee is entered in the register of members in respect

ST 1968

thereof. Subject to such restrictions in these presents as may be applicable, any member may transfer all or any of his shares by instrument in writing in the form provided by the Stock Transfer Act 1963 or such other form as the Directors shall from time to time approve.

9. A member may at any time transfer any of his shares to another member of the Company, but save as herein otherwise provided no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.
10. In order to ascertain whether any member is willing to purchase a share, the person proposing to transfer the same, whether or not a member of the Company (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Every transfer notice shall specify the sum which the proposing transferor fixes as the fair value and shall constitute the Company the agent of the proposing transferor for the sale of any of the shares comprised therein to any member at the price so fixed or at the option of a member desiring to purchase the same at the fair value as certified by the auditor for the time being of the Company. In so certifying the said auditor shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Act, 1950 shall not apply. The cost of obtaining such auditor's certificate shall be borne by the proposing transferor. A transfer notice shall not be withdrawn except with the sanction of the Directors.
11. Upon receipt of a transfer notice, the Directors shall offer the shares comprised thereon to the remaining members (or, if the proposing transferor is not a member, to all the members) in proportion as nearly as may be to their respective holdings of shares in the Company and shall limit a time within which such offer if not accepted will be deemed to be refused. The Directors shall, if necessary, make such further arrangements for finding a member or members willing to purchase any shares comprised in the transfer notice and not accepted as aforesaid as they shall consider fair and reasonable.
12. If the Company shall within 28 days after being served with a transfer notice find a member willing to purchase any share comprised therein (hereinafter called "a purchasing member") and shall give notice thereof to the proposing transferor, the proposing transferor shall be bound upon payment of the fair value as aforesaid to transfer the share to the purchasing member who shall be bound to complete the purchase within 7 days after the service of such notice by the Company.
13. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any of the shares the Company may receive the purchase-money and the Directors shall thereupon appoint some person to execute a transfer of the shares on behalf of the proposing transferor and shall cause the name of the purchasing member to be entered in the register of members as the holder of the shares and the Company shall hold the purchase-money in trust for the proposing transferor. No purchase-money so held shall carry interest against the Company. 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 of members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

14. If the Company shall not within the space of 28 days after being served with a transfer notice find a member willing to purchase the shares and give notice in manner aforesaid, the proposing transferor shall at any time within a further period of three calendar months be at liberty subject to Article 15 to sell and transfer the shares comprised in the transfer notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

15. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share to a person not already a member of the Company whether or not it is a fully paid share and shall so decline if the registration of the transfer would result in a breach of Regulation 2(b) of Part II of Table A.

NOTICE OF GENERAL MEETINGS

16. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

PROCEEDINGS AT GENERAL MEETINGS.

17. In Regulation 4 of Part II of Table A the words "save as herein otherwise provided" shall be deemed to be omitted.

VOTES OF MEMBERS

18. Subject to any special rights as to voting upon which any shares for the time being are held, on a show of hands every member entitled to vote who (being an individual) is present in person or (being a corporation) is present by proxy or by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share held by him.

DIRECTORS

19. Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than two nor more than five and ~~RICHARD LAWSON MARTINDALE~~ JOHN RICHARD LAWSON MARTINDALE, DALE ANN MARTINDALE, JOAN MARY COWLEY and SWLADYS IDA CARROLL shall be the first Directors and shall not be subject to retirement by rotation nor taken into account in determining the rotation of retirement of Directors and Regulations 89 and 90 of Part I of Table A shall be modified accordingly.

20. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, or by extraordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and without prejudice to the powers of the Directors under Regulation 95 of Part I of Table A the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in

place of a Director so removed or to fill such a vacancy 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.

21. Subject to the provisions of Section 199 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.

22. The office of Director shall be vacated:--

(a) if he ceases to be a Director by virtue of Section 182 of the Act.

(b) if he becomes bankrupt or enters into any arrangement with his creditors.

(c) if he becomes prohibited from being a Director by reason of any order made under section 188 of the Act.

(d) if he becomes of unsound mind.

(e) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he vacate office.

(f) if by notice in writing to the Company he resigns the office of Director.

23. A person may be appointed elected or re-elected a Director although at the date of such appointment election or re-election he may have attained the age of seventy; and no Director shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age.

AUDIT.

24. Auditors shall be appointed and their duties regulated in accordance with sections 159, 160 and 161 of the Act (save to the extent that the same have been repealed or amended by the Companies Act 1967) and by sections 13 and 14 of the Companies Act 1967.

BORROWING POWERS.

25. 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.

ACCOUNTS AND REPORTS.

26. There shall be added at the end of Regulation 126 of Part I of Table A the following words: "So far as concerns the form and contents of accounts, the directors shall have regard to Sections 149, 151 and 152 of the Act and sections 3 to 12 (inclusive) of the Companies Act 1967. In addition to the matters mentioned in subsection (1) of section 157 of the Act, the Directors' report shall contain information with regard to all such matters as are mentioned in sections 16, 17, 18, 19, 20 and 22 of the Companies Act, 1967 and the directors shall cause their report to be sent to all persons entitled to receive the same under section 24 of the last mentioned Act".

27. All directors' service contracts, or memorandums thereof, shall be open to inspection by members as provided by section 26 of the Companies Act 1967. Every director shall notify the Company of his interests, and those of his wife and infant children, in shares in or debentures of the Company or any other company being the Company's subsidiary or holding company, or the subsidiary of such holding company, as required by section 27 of the said Act; and the Directors shall take such steps as required by section 29 of the said Act to record and make available information with regard to such interests.

NOTICES.

28. In Regulation 131 of Part I of Table A the words from and including the words "and in any other case" down to the end of the said Regulation shall be deemed to be omitted.

Names, Addresses and Descriptions of Subscribers.
<p><i>D. A. Martindale</i> (<i>D. A. MARTINDALE</i>) <i>HEATHER LEA</i> <i>WEST KIRBY</i> <i>CHEESHIRE</i> <i>Good Marchant.</i> <i>D. A. Martindale,</i> <i>Heather Lea,</i> <i>West Kirby, Cheshire.</i> <i>Housewife.</i></p>

DATED the 25th day of September, 1968

WITNESS to the above Signatures:-

In Hetherington
35, Chaville Road
Liverpool 15
Secretary



CERTIFICATE OF INCORPORATION

No. 940017

I hereby certify that

MARTINDALES OIL BURNER SERVICES LIMITED

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

Given under my hand at London the 4TH OCTOBER, 1968.

A handwritten signature in cursive script, appearing to read 'G. R. Knight'.

Assistant Registrar of Companies

C.173

Number of
Company

940017

Form No. 102

THE COMPANIES ACT 1948

REGISTERED

4 OCT 1968

COMPANIES
REGISTRATION

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

Notice of Place where a Register of Holders of Debentures
or a Duplicate thereof is kept or of any Change in that Place

(Pursuant to section 86 (3))

Insert the
Name of the
Company

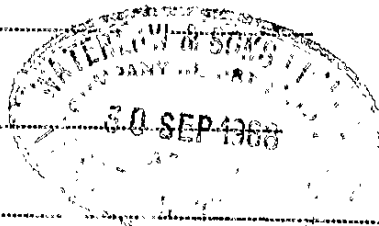
MARTINDALES OIL BURNER SERVICES LIMITED.

Section 86 (3) of the Companies Act, 1948, provides that:—

Every company which keeps any such register or duplicate in England or Scotland shall send notice to the registrar of companies of the place where the register or duplicate is kept and of any change in that place:

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

Presented by



Notice of Place where a Register of Holders of Debentures or a Duplicate thereof is kept or of any Change in that Place.

To the REGISTRAR OF COMPANIES.

MARTINDALES OIL BURNER SERVICES LIMITED

hereby gives you notice, in accordance with subsection (3) of section 86 of the Companies Act, 1948, that a register of holders of Debentures of the Company is kept at 1/3 Stanley Street, Liverpool, 1 (Thornton Baker & Co.)

Signature

(State whether
Director or Secretary)

Dated the 25th day of September June 1968

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

Number of
Company }

940017

8

THE COMPANIES ACT, 1948

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

(Pursuant to section 110 (3))

Insert the
Name of
the Company

MARTINDALES OIL BURNER SERVICES

REGD

4 OCT 1968

LIMITED

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

* * * * *

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

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

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

Presented by

Document Filer's Reference

Form No. 103

(The filing fee is 5s.)

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

To the REGISTRAR OF COMPANIES.

MARTINDALES OIL BURNER SERVICES LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 1/3 Stanley Street, Liverpool, 1, (Thornton
Baker & Co.).

Signature

(State whether
Director or Secretary)

Director

Dated the 25th day of September 1968.

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

Number of
Company

940017

9

THE COMPANIES ACT, 1948

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

(Pursuant to section 110 (3))

Insert the
Name of
the Company

MARTINDALE'S OIL BURNER SERVICES LIMITED

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

* * * * *

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

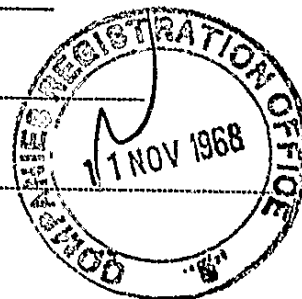
Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

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

Presented by

Document Filer's Reference GMH/OMR

THORNTON BAKER & CO.
CHARTERED ACCOUNTANTS.
1/3, STANLEY STREET,
LIVERPOOL, 1.



Form No. 103
(The filing fee is 5s.)

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

To the REGISTRAR OF COMPANIES.

MARTINDALE'S OIL BURNER SERVICES LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 1/3 STANLEY STREET, LIVERPOOL 1

Signature X JRLM

(State whether
Director or Secretary)

Director

Dated the 1st day of November 1968.

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

Number of Company } 940017 | 10

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests in shares in, or debentures of, a company or its associated companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

*Insert the
Name of
the Company*

MARTINDALE'S OIL BURNER SERVICES LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with subsection (8) of section 29 of the Companies Act 1967, that the register of Directors' interests in shares in, or debentures of, the company or any associated companies is kept at 1/3 Stanley Street Liverpool 1

Signed

State whether Director or Secretary

Date _____

Presented by :

Presenter's reference: GMH/OHR

THORNTON BAKER & CO
CHARTERED ACCOUNTANTS

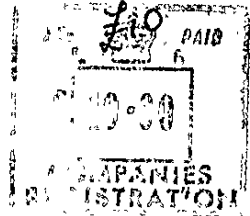
1/3, STANLEY STREET,
LIVERPOOL, 1.

Form No. R6
(No fee payable)

Printed and published by
The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 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 CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, G.2.

Number of } 940017
Company }

The Companies Acts 1948 to 1967



COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

MARTINDALE OIL BURNER SERVICES LIMITED

Passed 23 JUNE, 1970.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at CROWN STREET, LIVERPOOL 7

on the 23rd day of JUNE, 1970 the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

That the name be changed to Martindale's Oil & Gas Burner Services Limited.

Signature

J.R. Martindale

DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Your C/A 9, 40017/2 of 16 JUNE 1970 RECEIVED



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 940017

12

I hereby certify that

MARTINDALES OIL BURNER SERVICES LIMITED

having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of

MARTINDALE'S OIL & GAS BURNER SERVICES LIMITED

Given under my hand at London the 29th JULY, 1970.

A. F. Gilmour
(A. F. GILMOUR)

Assistant Registrar of Companies

Company Number) 940017 MARTINDALE'S OIL & GAS SERVICES Limited

Filed under E.C.A. 1972, S9(6). The alterations within are identified by a Director J.R.L. MARTINDALE whose signature and initials are shown below.

(Signature)

(Initials)

17/4/73

Passer 760 67

THORNTON BAKER & CO.
CHARTERED ACCOUNTANTS
1/3, STANLEY STREET,
LIVERPOOL, 1.

DHR/GMN

(B) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or

0019.15

THE COMPANIES ACTS, 1945 to 1967

EC72.

COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

MARTINDALE'S OIL & GAS BURNER SERVICES LIMITED.

The name of the Company is "MARTINDALE'S OIL & GAS BURNER SERVICES LIMITED".

The registered office of the Company will be situate in
Land.

The objects for which the Company is established are:-

(A) To carry on all or any of the following businesses, namely:- oil fired heating engineers, solid fuel heating engineers and engineers for heating by any other fuel or power, installers, constructors and manufacturers of heating units and installations, maintainers and repairers of heating units and installations, precision engineers, manufacturing engineers, electrical engineers, motor engineers, mechanical engineers, general engineers, tool manufacturers and designers and manufacturers of industrial and domestic electrical, gas, oil and other equipment

(B) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or

otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(G) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(I) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

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

(K) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(L) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or

authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(M) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so directly or indirectly to benefit the Company.

(N) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or their families, dependants or connections, and to grant pensions, gratuities and allowances to any such persons and to make payments towards insurance for the benefit of any such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(O) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(P) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(Q) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(R) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(S) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(T) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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 either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise

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

It is hereby declared that in the construction of this Clause each sub-clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £5,000 divided into 5,000 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

Number of Company: 940017

SPECIAL RESOLUTION

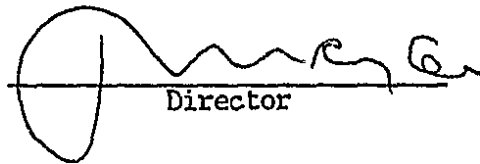
of

MARTINDALE'S OIL & GAS BURNER SERVICES LIMITED

Passed the 9th March 1989

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at Rose Place, St. Anne Street, Liverpool, L3 3BN, on Thursday 9th March 1989 the following SPECIAL RESOLUTION was duly passed:-

It was resolved by a special resolution that the Articles of Association of the company be altered by deleting in Article 19 the words "nor more than five" in line 3 and substituting therefor the words "and the maximum number shall not be subject to any limitation."


Director

GRANT THORNTON
CHARTERED ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6AD



J27

COMPANY LIMITED BY SHARES

Company Number

[COPY]

940017

ordinary resolution(s)of MARTINDALE'S OIL & GAS BURNER SERVICES

..... Limited

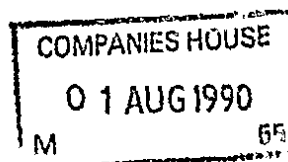
Passed the 28TH day of JUNE 1990

At an Extraordinary General Meeting of the members of the above-named company, duly

convened and held at ROSE PLACE, ST JHNNE STREET,LIVERPOOL L3 3BNon the 28TH day of JUNE 1990

the following ORDINARY RESOLUTION(S) was/were duly passed:—

It was unanimously resolved by an ordinary resolution that the offer by R.L. Martindale Ltd., being contingent upon receipt of the appropriate clearances from the Inland Revenue, to acquire 500 Ordinary £1 Shares in the company (being the remaining 50% of the issued share capital not presently owned by R.L. Martindale Ltd.), the consideration to be satisfied by an exchange of shares on the basis of one Ordinary £1 Share in R.L. Martindale Ltd. for every one Ordinary £1 Share held in Martindale's Oil & Gas Burner Services Ltd., be accepted.



A handwritten signature in ink, appearing to be 'M. J. G.', written over a dotted line. Below the signature, the word 'DIRECTOR' is printed.

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

GRANT TROTTER
151
LIVERPOOL

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Jordan's

JORDAN & SONS LIMITED
JORDAN HOUSE
HARRISON WORK PLACE
CHURCH STREET
LIVERPOOL L1 3EE
TELEPHONE 01 253 3030
TELEX 261010

