

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (1) of the Companies Act 1948 as
amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

For official use

1421481/1

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Name of Company

TAYLOR WOODROW ENERGY	Limited*
-----------------------	----------

I, JOHN PATRICK READER
of 44 HIGH STREET,
WALTON-ON-THAMES, SURREY

do solemnly and sincerely declare that I am A PERSON NAMED IN THE
STATEMENT DELIVERED UNDER SECTION 21 OF THE
of COMPANIES ACT 1976 AS THE SECRETARY OF
TAYLOR WOODROW ENERGY Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 345 RUSSELL ROAD, ENF
Greater London

the 20th day of February

One thousand nine hundred and seventy nine

before me T. P. A. B. M. E.

A Commissioner for Oaths†

†For Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.Presentor's name, address
and reference (if any) :

J. P. READER,
TAYLOR WOODROW
CONSTRUCTION LTD.,
TAYWOOD HOUSE,
345 RUSSELL ROAD,
SOUTHALL,
MIDDLESEX, UB1 2AX.
0106.

For official use

General section

Post room



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

1421481 | 3

TAYLOR WOODROW ENERGY LIMITED

1. The name of the Company is "TAYLOR WOODROW ENERGY 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 businesses of engineering, design, research, development, planning, exploration, drilling, extraction, mining, processing, construction, fabrication, manufacture, installation, transportation, inspection, maintenance, repair, dismantling, demolition and disposal in, for or in connection with the petroleum, petrochemical, gas, coal, nuclear or other energy industries, which expression in this Memorandum shall be given a wide interpretation, owning, operating, leasing and managing any structures, installations, wells, mines, vessels, plant or equipment and participating in and operating, administering and managing any activities or enterprises in, for or in connection with the said industries and acting as consultants and advisers thereto.



- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (c) To apply for, register, purchase or by any other means acquire and protect, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade-marks, designs and concessions and to expend money in experimenting upon, testing and improving, any patents, inventions or rights which the Company may acquire or propose to acquire.
- (d) 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 the Company is authorised to carry on.
- (e) To invest and deal with the moneys of the Company not required immediately in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.
- (f) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to carry on business as capitalists, financiers and bankers.
- (g) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (h) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (i) To apply for, promote and obtain any Order or Licence from the Department of Trade or Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any other purpose which may seem expedient, and to

oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (j) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (k) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (l) 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.
- (m) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (n) To distribute among the Members of the

Company in kind any property of the Company of any kind.


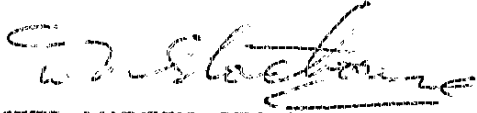
- (o) To procure the Company to be registered or recognised in any part of the world.
- (p) To promote any company for the purposes of acquiring the property of the Company or any part thereof or for any other purpose which may seem likely to benefit the Company and to do all such things as may be of assistance in the promotion of such company and the disposing of the shares thereof.
- (q) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (r) To do all such other things as are incidental or conducive to the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company.

4. The liability of the Members is limited.

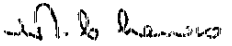
5. The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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
 JOHN PATRICK READER, 44 High Street, Walton-on-Thames, Surrey. Barrister.	One
 DANIEL MARTIN STONEHOUSE, Keepers Cottage, Keep Hatch Road, Wokingham, Berkshire. Chartered Accountant.	One

DATED this 8th day of February, 1979.

WITNESS to the above Signatures:-



MOIRA COLLEEN LEWIS,
 15 South Close,
 Off Village Way,
 Rayners Lane,
 Pinner, Middlesex.

Personal Assistant.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Articles of Association

OF

TAYLOR WOODROW ENERGY LIMITED

1421481/4

PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 as amended (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.

SHARES

2. The lien conferred by Regulation 11 of Part I of Table A shall extend 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 several joint holders.

3. Regulation 15 in Part I of Table A shall be read and construed as if there were omitted from such clause the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the date fixed for the payment of the last preceding call."

4. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and

Regulation 22 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

5. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. Subject to the provisions of the Acts, a resolution in writing signed by or on behalf of all the members for the time being entitled to receive notice of and attend and vote at general meetings shall be as effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

7. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote, and Regulation 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

8. Until otherwise determined by the Company in general meeting, the number of Directors (excluding alternate Directors) may be any number not less than two nor more than ten in number.

9. The first Directors of the Company shall be:

Frank Ross Gibb,
John Wood Rogers,
Andrew Watson Cheyne,
Geoffrey Neville Davies,
John Patrick Reader,
Daniel Martin Stonehouse,
Reginald Sidney Taylor.

10. Each Director shall have the power from time to time to appoint any one or more persons to act as alternate Director in his place during his absence and may remove any such alternate Director. A person so appointed shall (except as regards power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, may exercise

and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence except insofar as the same are exercised or discharged by any other alternate Director appointed by the same appointor and so that in the event of the purported exercise or discharge of any of such functions, powers or duties by more than one such alternate the same shall be deemed to have been exercised or discharged by the alternate first appointed, or, where such alternates shall have been appointed at the same time, by the alternate first named in the instrument of appointment. Any person acting as an alternate shall have a separate vote for each Director for whom he is acting as alternate and, in the case of a Director who is also acting as alternate, such separate vote or votes shall be in addition to his own vote. An alternate Director shall, while acting as such, be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him, and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto cease to be an alternate Director if and when the Director appointing him ceases for any reason to be a Director. Every such nomination and removal under this clause shall be effected in writing signed by the appointor or signed on behalf of the appointor by a member or members (or a person or persons authorised by such member or members) having power under these Articles to remove the appointor from office and shall take effect on being delivered to the registered office of the Company or produced by the appointee at the first meeting of the Directors at which he proposes to act as alternate.

11. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote on and be taken into account for the purpose of constituting a quorum at a meeting to deal with any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clause (2) of Regulation 84 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. (a) The office of a Director shall be vacated:-

- (i) if by notice in writing to the Company he resigns the office of Director;
- (ii) If he is required to vacate the office by virtue of a notice in writing signed by the holders of at least three quarters of the issued shares of the Company having been given to the Company;
- (iii) 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, unless he shall have appointed an alternate Director who has not been similarly absent during such period;
- (iv) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (v) if he is prohibited from being a Director by an order made under any provision of the Acts;
- (vi) if he becomes of unsound mind.

(b) No Director shall vacate office, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age, and Regulation 88 of Part I of Table A shall not apply to the Company.

13. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with those regulations and Regulations 89-97 of Part I of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

14. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of the equality of votes the

Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director, shall, at any time summon a meeting of the Directors. Reasonable notice of all meetings of Directors shall be given to all Directors and in the case of a Director who is for the time being absent from the United Kingdom, to his alternate if any, or to each of his alternates if more than one has been appointed and Regulation 98 of Part I of Table A shall be modified accordingly.

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two or their respective alternates, and Regulation 99 of Part I of Table A shall be modified accordingly.

16. It shall not be necessary for Directors to sign their names in the Minute Book; and Regulation 86 of Part I of Table A shall be modified accordingly.

17. (a) A resolution in writing:-

(i) signed by all the Directors present for the time being in the United Kingdom (provided that if a Director is not present but has an alternate who is so present, then the resolution must be signed by that alternate) and who are not less than a quorum for a meeting of Directors; and

(ii) inserted in the Minute Book of the proceedings of the Directors, shall be as valid and effective as if it had been passed at a meeting of Directors.

(b) The resolution may consist of several documents in the same form, each of which is signed by one or more Directors or by their alternates in terms of paragraph (a) and shall be deemed (unless a statement to the contrary is made in the resolution) to have been passed on the date on which it was signed by the last Director to sign it.

18. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit, and may revoke such appointment. The appointment of a Director so appointed shall be automatically determined if he ceases from any cause to be a Director.

DIVISIONAL DIRECTORS

19. (a) The Directors may from time to time appoint any Secretary, Manager or other officer or person for the time being in the employment of the Company or any subsidiary company or the holding company of the Company to be a Divisional Director of the Company.

(b) The expression "Director" and the expression "Directors" in the Articles of Association of the Company and the regulations set out in Table A shall not mean or include or be construed to mean or include a Divisional Director or Divisional Directors appointed under this Article.

(c) A Divisional Director shall not be required to hold any shares in the Company to qualify him for office.

(d) Save as otherwise agreed between him and Company the appointment of a person to be a Divisional Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary company or the holding company of the Company whether as regards duties, remuneration, pension or otherwise.

(e) The office of a Divisional Director shall be vacated:-

- (i) if by notice in writing to the Company he resigns the office of Divisional Director;
- (ii) if he is required to vacate the office by virtue of a resolution of the Directors;
- (iii) if he ceases to be in the employment of the Company or a subsidiary company or the holding company of the Company in some capacity other than that of a Divisional Director of the Company;
- (iv) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (v) if he is prohibited from being a Director by any order made under any provision of the Acts;
- (vi) if he becomes of unsound mind.

(f) A Divisional Director shall not retire by rotation from the office of Divisional Director.

(g) A Divisional Director shall not be entitled to receive notice of or attend at a meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Divisional Director present shall not be counted.

(h) A Divisional Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time:-

(i) have any right of access to the books of the Company or to any information concerning the business affairs or finance of the Company except such information as the Directors consider necessary for the proper carrying out of the duties of his employment;

(ii) be entitled to participate in any other respect in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually under the Articles of Association (including this Article) of the Company or the regulations set out in Table A or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever, provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Divisional Directors without his knowledge and consent.

(i) The appointment, continuance in office, removal, powers and duties and remuneration (if any) of the Divisional Directors and each of them shall, subject to this Article, be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit.

SECRETARY

20. The first Secretary of the Company shall be John Patrick Reader.

BORROWING POWERS

21. The proviso to Regulation 79 of Part I of Table A shall not apply.

INDEMNITY

22. Subject to the provisions of the Act, every Director, Auditor or Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, and Regulation 13C of Part I of Table A shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Patrick Reader

JOHN PATRICK READER,
44 High Street,
Walton-on-Thames,
Surrey.

Barrister.

Daniel Martin Stonehouse

DANIEL MARTIN STONEHOUSE,
Keepers Cottage,
Keep Hatch Road,
Wokingham,
Berkshire.

Chartered Accountant.

DATED this 8th. day of February, 1979.

WITNESS to the above Signatures:-

M. Colleen Lewis

MOIRA COLLEEN LEWIS,
15 South Close,
Off Village Way,
Rayners Lane,
Pinner, Middlesex.

Personal Assistant.

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1421481/5

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Please complete
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in black type, or
bold black lettering

*delete if
inappropriate

Company number

Name of Company

TAYLOR WOODROW ENERGY	Limited*
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The intended situation of the registered office of the company
on incorporation is as stated below

TAYWOOD HOUSE,
345 RUISLIP ROAD,
SOUTHALL,
MIDDLESEX, UB1 2RX.

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

☐

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any): 0.1.0.6.

For official use	
General section	Post room

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

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	FRANK ROSS GIBB	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	LATCH END, 18 LATCHMOOR AVENUE, GERRARDS CROSS, BUCKINGHAMSHIRE, SL9 8LT.	Date of birth (where applicable) (note 6)	29. 7. 27
Particulars of other directorships (note 5)			
SEAFORTH MARITIME (HOLDINGS) LTD.			
TAYWOOD - SANTA FE LTD.			
TAYWOOD - WRIGHTSON LTD.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 8. 2. 79	

Name (note 2)	JOHN WOOD ROGERS	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	ALPINE LODGE, MILL LANE, HURLEY, MAIDENHEAD, BERKSHIRE.	Date of birth (where applicable) (note 6)	1. 4. 20
Particulars of other directorships (note 5)			
SEAFORTH MARITIME (HOLDINGS) LTD.			
SEAFORTH MARITIME LTD.			
SEAFORTH TAYWOOD LTD.			
TAYWOOD - SANTA FE LTD.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 8. 2. 79	

Name (note 2)	ANDREW WATSON CHEYNE	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	47 HURLINGHAM COURT, RANELAGH GARDENS, LONDON, S.W.6.	Date of birth (where applicable) (note 6)	15. 10. 21
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 8. 2. 79	

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Important

The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

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

Name (notes 2 & 7)	JOHN PATRICK READER	
Former name(s) (note 3)		
Address (notes 4 & 7)	44 HIGH STREET, WALTON-ON-THAMES, SURREY.	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 8. 2. 79

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

*as required by
Section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature [Subscriber] ~~[Agent]~~† Date 8. 2. 79

Signature [Subscriber] ~~[Agent]~~† Date 8. 2. 79

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THE COMPANIES ACTS 1948 TO 1976

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

Please complete
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Continuation sheet No. 1
to Form No. 1

Company number

Name of Company

TAYLOR WOODROW ENERGY Limited

Particulars of other directors (continued)

Name (note 2)	<i>GEOFFREY NEVILLE DAVIES</i>	Business occupation	<i>COMPANY DIRECTOR</i>
Former name(s) (note 3)		Nationality	<i>BRITISH</i>
Address (note 4)	<i>TIMBERSCOMBE, 2 WEST ROAD, KINGSTON-UPON-THAMES, SURREY.</i>	Date of birth (where applicable) (note 6)	<i>20. 1. 24</i>
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	<i>8. 2. 79</i>

Particulars of other directorships

TAYWOOD - SANTA FE LTD.



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THE COMPANIES ACTS 1948 TO 1976

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

Continuation sheet No. 2
to Form No 1

Company number

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Name of Company

TAYLOR WOODROW ENERGY Limited

Particulars of other directors (continued)

Name (note 3)	JOHN PATRICK READER	Business occupation	BARRISTER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	44 HIGH STREET, WALTON-ON-THAMES, SURREY.	Date of birth (where applicable) (note 6)	20. 2. 36
I hereby consent to act as director of the company named on page 1			
Signature	Date		8. 2. 79

Particulars of other directorships

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continued overleaf

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THE COMPANIES ACTS 1948 TO 1976

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

Continuation sheet No **3**
to Form No. 1

Company number

Name of Company

TAYLOR WOODROW ENERGY Limited

Particulars of other directors (continued)

Name (note 2)	DANIEL MARTIN STONEHOUSE	Business occupation	CHARTERED ACCOUNTANT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	KEEPERS COTTAGE, KEEP HATCH ROAD, WOKINGHAM, BERKSHIRE.	Date of birth (where applicable) (note 6)	16. 6. 25
I hereby consent to act as director of the company named on page 1			
Signature	D. M. Stonehouse		Date 8. 2. 79

Particulars of other directorships

continued overleaf

*delete if
inappropriate

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

*delete if inappropriate

Company number

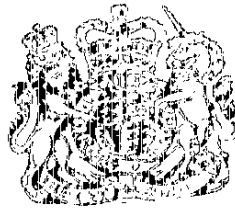
TAYLOR WOODROW ENERGY

Name (note 2) <u>REGINALD SIDNEY TAYLOR</u>		Business occupation
Former name(s) (note 3)		<u>CIVIL ENGINEER</u>
Address (note 4) <u>BAILSEND,</u>		Nationality
<u>25 KINGSWAY,</u>		<u>BRITISH</u>
<u>GERRARDS CROSS, DUCKINGHAMSHIRE.</u>		Date of birth (where applicable) (note 6) <u>18. 5. 23</u>
I hereby consent to act as director of the company named on page 1		
Signature <u>R.S. Taylor.</u>	Date <u>8. 2. 79</u>	

Particulars of other directorships

delete if inappropriate

continued overleaf



CERTIFICATE OF INCORPORATION

No. 15211-01

I hereby certify that

TALLAN WOODCOCK ENERGY LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 21ST MAY 1979

A handwritten signature in black ink, appearing to read 'D. Morgan'.

Registrar of Companies

THE COMPANIES ACT 1985

COMPANY NUMBER 1421481

SPECIAL RESOLUTION OF

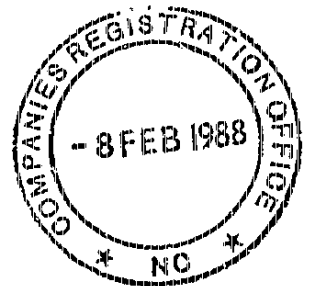
TAYLOR WOODROW ENERGY LIMITED

We, the undersigned, Michael Prokopiou and Taylor Woodrow Construction Limited, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Article 6 of the Articles of Association of the Company for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to

Kelt U.K. Limited



Dated this 3rd day of February 1988

Signed

M. Prokopiou

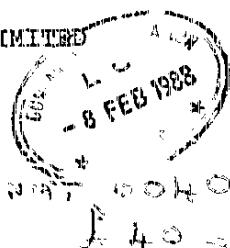
(M. Prokopiou)

P.P. Davies

(P.P. Davies)

for and on behalf of

TAYLOR WOODROW CONSTRUCTION LIMITED



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1421481

I hereby certify that

TAYLOR WOODROW ENERGY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

KELT U.K. LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 18 FEBRUARY 1988

A handwritten signature in dark ink, appearing to be 'J. H. Jones', written over a faint, illegible stamp.

an authorised officer

143 1-11-1

KELT U.K. LIMITED

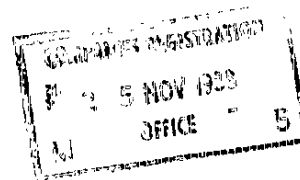
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 130 Jermyn Street, London SW1Y 4UJ on 22nd November, 1988 for the purpose of considering and if thought fit, passing the following resolution as a Special Resolution.

SPECIAL RESOLUTION

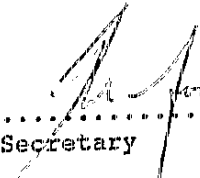
THAT:-

- (a) An additional clause, set out in (b) below, should be added to Clause 3 of the Memorandum of Association of the Company and shall be referred to as Clause 3(s).
- (b) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.



Dated this 22nd day of November , 1988

By Order of the Board


.....
Secretary

Registered Office:

130 Jermyn Street
London SW1Y 4UJ

A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him and such proxy need not be a member of the Company.

DCM4403

Company No: 1421481

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

KELT U.K. LIMITED

Resolution dated the 28th day of November 1988 agreed to by all the members
of the Company, taking effect as

A SPECIAL RESOLUTION

- of -

KELT U.K. LIMITED

passed on the 28th November 1988

We, the undersigned, being authorised representatives of all the members of
the above-named Company for the time being entitled to attend and vote at
general meetings of the Company HEREBY RESOLVE as a SPECIAL RESOLUTION:

"That Clause 3 of the Memorandum of Association of the Company be
deleted and that a new Clause 3 as set out in the Memorandum &
Articles of Association attached and initialled for the purposes
of identification by the Chairman shall be adopted in its place."

Signed by and on behalf of
the members and dated
28th November 1988

.....
A. Locke

.....
R. Fox
For and on behalf of
Kelt Energy PLC

1421481

28/11/88.

DOCUMENT NAME:

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TAYLOR WOODROW ENERGY LIMITED

Incorporated the 21st day of May 1979

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-- of --

KELT U.K. LIMITED

1. The Company's name is "TAYLOR WOODROW ENERGY LIMITED".*
2. The Company's registered office is to be situated in England.
3. The Company's objects are:
 - (A) To carry on all or any of the businesses of engineering, design, research, development, planning, exploration, drilling, extraction, mining, processing, construction, fabrication, manufacture, installation, transportation, inspection, maintenance, repair, dismantling, demolition and disposal in, for or in connection with the petroleum, petrochemical, gas, coal, nuclear or other energy industries, which expression in this Memorandum shall be given a wide interpretation, owning, operating, leasing and managing any structures, installations, wells, mines, vessels, plant or equipment and participating in and operating, administering and managing any activities or enterprises in, for or in connection with the said industries and acting as consultants and advisers thereto.
 - (B) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
 - (D) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.

* By Special Resolution passed on 3rd February, 1988 the Company changed its name to Kelt U.K. Limited.

- (E) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (F) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (G) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (H) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (I) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (J) To subsidise, and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (K) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the

obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act, 1985 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person firm or company whatsoever. A guarantor shall also include any other obligation (whatever called) to pay, purchase, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.

- (L) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (M) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (N) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as fully paid up in full or in part or otherwise.
- (O) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (P) To receive money on deposit upon such terms as the Company may approve.
- (Q) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (R) To lend money with or without security, but not to carry on the business of a registered money lender.
- (S) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.

- (T) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (U) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (V) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (W) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (X) To adopt such means of making known the businesses and products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (Y) To support, subscribe or contribute to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business and to subsidise or assist any association of employers or employees or any trade association. To give pensions, gratuities, annuities or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business or any subsidiary, allied or associated company or to the wives, children or other dependents or relatives of such persons, to make advance provision for the payment of such pensions, gratuities or annuities as aforesaid by establishing or acceding to such trusts schemes or arrangements (whether or not capable of approval by the Commissioners of Inland Revenue under any relevant legislation for the time being in force) as may seem expedient, to appoint trustees or to act as trustee of any such schemes or arrangements.
- (Z) To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's

employees to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.

- (AA) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (BB) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (CC) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (DD) To distribute any of the property of the Company in specie among the shareholders.
- (EE) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (FF) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this Clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Company's Share Capital is £100,000 divided into 100,000 shares of £1 each.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TAYLOR WOODROW ENERGY LIMITED

PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 as amended (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.

SHARES

2. The lien conferred by Regulation 11 of Part I of Table A shall extend 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 several joint holders.

3. Regulation 15 in Part I of Table A shall be read and construed as if there were omitted from such clause the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the date fixed for the payment of the last preceding call."

4. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Regulation 22 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

5. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. Subject to the provisions of the Acts, a resolution in writing signed by or on behalf of all the members for the time being entitled to receive notice of and attend and vote at general meetings shall be as effective as if the same had been passed at a general meeting of the

Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

7. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote, and Regulation 53 of Part I of Table A shall be modified accordingly.

DIRECTORS

8. Until otherwise determined by the Company in general meeting, the number of Directors (excluding alternate Directors) may be any number not less than two nor more than ten in number.

9. The first Directors of the Company shall be:

Frank Ross Gibb,
John Wood Rogers,
Andrew Watson Cheyne,
Geoffrey Neville Davies,
John Patrick Reader,
Daniel Martin Stonehouse,
Reginald Sidney Taylor.

10. Each Director shall have the power from time to time to appoint any one or more persons to act as alternate Director in his place during his absence and may remove any such alternate Director. A person so appointed shall (except as regards power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, may exercise and discharge all the functions powers and duties as a Director of his appointor in such appointor's absence except insofar as the same are exercised or discharged by any other alternate Director appointed by the same appointor and so that in the event of the purported exercise or discharge of any of such functions, powers or duties by more than one such alternate the same shall be deemed to have been exercised or discharged by the alternate first appointed, or, where such alternates shall have been appointed at the same time, by the alternate first named in the instrument of appointment. Any person acting as an alternate shall have a separate vote for each Director for whom he is acting as alternate and, in the case of a Director who is also acting as alternate, such separate vote or votes shall be in addition to his own vote. An alternate Director shall, while acting as such, be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him, and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto cease to be an alternate Director if and when the Director appointing him ceases for any reason to be a Director. Every such nomination and removal under this clause shall be effected in writing signed by the appointor or signed on behalf of the appointor by a member or members (or a person or persons authorised by such member or members) having power under these Articles to remove the appointor from office and shall take effect on being delivered to the registered office of the Company or produced by the appointee at the first meeting of the Directors at which he proposes to act as alternate.

11. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a

Director may vote on and be taken into account for the purpose of constituting a quorum at a meeting to deal with any contract, arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clause (2) of Regulation 84 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. (a) The office of a Director shall be vacated:-

(i) if by notice in writing to the Company he resigns the office of Director;

(ii) if he is required to vacate the office by virtue of a notice in writing signed by the holders of at least three quarters of the issued shares of the Company having been given to the Company;

(iii) 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, unless he shall have appointed an alternate Director who has not been similarly absent during such period;

(iv) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(v) if he is prohibited from being a Director by an order made under any provision of the Acts;

(vi) if he becomes of unsound mind.

(b) No Director shall vacate office, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age, and Regulation 88 of Part I of Table A shall not apply to the Company.

13. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations and Regulations 89-97 of Part I of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

14. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of the equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director, shall, at any time summon a meeting of the Directors. Reasonable notice of all meetings of Directors shall be given to all Directors and in the case of a Director who is for the time being absent from the United Kingdom, to his alternate if any, or to each of his alternates if more than one has

been appointed and Regulation 98 of Part I of Table A shall be modified accordingly.

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two or their respective alternates, and Regulation 99 of Part I of Table A shall be modified accordingly.

16. It shall not be necessary for Directors to sign their names in the Minute Book; and Regulation 86 of Part I of Table A shall be modified accordingly.

17. (a) A resolution in writing:-

(i) signed by all the Directors present for the time being in the United Kingdom (provided that if a Director is not present but has an alternate who is so present, then the resolution must be signed by that alternate) and who are not less than a quorum for a meeting of Directors; and

(ii) inserted in the Minute Book of the proceedings of the Directors, shall be as valid and effective as if it had been passed at a meeting of Directors.

(b) The resolution may consist of several documents in the same form, each of which is signed by one or more Directors or by their alternates in terms of paragraph (a) and shall be deemed (unless a statement to the contrary is made in the resolution) to have been passed on the date on which it was signed by the last Director to sign it.

18. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit, and may revoke such appointment. The appointment of a Director so appointed shall be automatically determined if he ceases from any cause to be a Director.

DIVISIONAL DIRECTORS

19. (a) The Directors may from time to time appoint any Secretary, Manager or other officer or person for the time being in the employment of the Company or any subsidiary company or the holding company of the Company to be a Divisional Director of the Company.

(b) The expression "Director" and the expression "Directors" in the Articles of Association of the Company and the regulations set out in Table A shall not mean or include or be construed to mean or include a Divisional Director or Divisional Directors appointed under this Article.

(c) A Divisional Director shall not be required to hold any shares in the Company to qualify him for office.

(d) Save as otherwise agreed between him and the Company the appointment of a person to be a Divisional Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary company or the holding company of the Company whether as regards duties, remuneration, pension or otherwise.

(e) The office of a Divisional Director shall be vacated:-

(i) if by notice in writing to the Company he resigns the office of Divisional Director;

(ii) if he is required to vacate the office by virtue of a resolution of the Directors;

(iii) if he ceases to be in the employment of the Company or a subsidiary company or the holding company of the Company in some capacity other than that of a Divisional Director of the Company;

(iv) if he becomes bankrupt or makes an arrangement or composition with his creditors generally;

(v) if he is prohibited from being a Director by any order made under any provision of the Acts;

(vi) if he becomes of unsound mind.

(f) A Divisional Director shall not retire by rotation from the office of Divisional Director.

(g) A Divisional Director shall not be entitled to receive notice of or attend at a meeting of the Directors except when expressly invited by the Director so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Divisional Director present shall not be counted.

(h) A Divisional Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time:-

(i) have any right of access to the books of the Company or to any information concerning the business affairs or finance of the Company except such information as the Directors consider necessary for the proper carrying out of the duties of his employment;

(ii) be entitled to participate in any other respect in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually under the Articles of Association (including this Article) of the Company or the regulations set out in Table A or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever, provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Divisional Directors without his knowledge and consent.

(i) The appointment, continuance in office, removal, powers and duties and remuneration (if any) of the Divisional Directors and each of them shall, subject to this Article, be determined by the Directors

in their sole discretion who shall have full power to make such arrangements as they shall think fit.

SECRETARY

20. The first Secretary of the Company shall be John Patrick Reader.

BORROWING POWERS

21. The proviso to Regulation 79 of Part I of Table A shall not apply.

INDEMNITY

22. Subject to the provisions of the Act, every Director, Auditor or Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, and Regulation 136 of Part I of Table A shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN PATRICK READER,
44 High Street,
Walton-on-Thames,
Surrey.

Barrister.

DANIEL MARTIN STONEHOUSE,
Keepers Cottage,
Keep Hatch Road,
Wokingham,
Berkshire.

Chartered Accountant.

DATED this day of 1979.

WITNESS to the above Signatures:-

MOIRA COLLEEN LEWIS,
15 South Close,
Off Village Way,
Rayners Lane,
Pinner,
Middlesex.

Personal Assistant.

DCM883H1.46

No.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
TAYLOR WOODROW ENERGY LIMITED

Incorporated the 21st day of May 1979

Clifford Chance
Royex House,
Aldermanbury Square.
London EC2V 7LD

G

COMPANIES FORM No. 225(2)

**Notice by an holding or subsidiary
company of new accounting
reference date given after the end
of an accounting reference period****225(2)**Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company**Note**
Please read notes
1 to 4 overleaf
before completing
this form† delete as
appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

1421481

Name of company

* KELT U.K. LIMITED

gives notice that the company's new accounting reference date on which the previous 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:

Day	Month
3	0
0	3

The previous accounting reference period of the company is to be treated as ~~terminated~~ [extended]†
and [is to be treated as having come to an end] [with effect from 30th March 1989]† on

Day	Month	Year
3	0	0
3	1	9
8		9

The company is a [subsidiary] ~~holding company~~† of KELT ENERGY PLC
_____, company number 1568950
the accounting reference date of which is 30th March

Signed

[Director] [Secretary]† Date 28 June 1989Presentor's name address and
reference (if any):

Clifford Chance
Royex House
Aldermanbury Square
London EC2V 7LD

Ref: DHJ

For official Use
General Section

Post room

No. 1421481

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KELT UK LIMITED

passed 28 June 1990

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 90 Long Lane London on 28 June 1990, the following Resolution was duly passed as a Special Resolution:

RESOLUTION

THAT, in view of the benefits likely to accrue to the Company from the provision of a working capital facility of up to \$55,000,000 to Kelt Energy PLC (which would thereby be in a position to provide the Company with working capital), the assumption of obligation as a guarantor and the giving of security for such guarantee in relation to the restated loan agreement to be made between Kelt Energy PLC (1), Kelt Exploration Limited (2), American Express Bank Ltd. as agent (3) and the financial institutions listed in Schedule A to that agreement (4) be approved and that the Directors of the Company be authorised (notwithstanding any provision in the Company's Articles of Association to the contrary) to execute any necessary documentation so as to give effect thereto (this resolution to have effect notwithstanding any provision of the Company's Memorandum of Association or Articles of Association).

It being the wish of the Directors that the above resolution be approved and that the Directors of the Company be authorised (notwithstanding any provision in the Company's Articles of Association to the contrary) to execute any necessary documentation so as to give effect thereto (this resolution to have effect notwithstanding any provision of the Company's Memorandum of Association or Articles of Association).

[Signature]
Director

COMPANIES HOUSE
RECEIVED

LONDON

CARDIFF

12 JUL 1990 13 JUL 1990

M

17

KELT U.K. LIMITED

MINUTES OF THE GENERAL MEETING OF THE COMPANY HELD AT 130 JERMYN STREET, LONDON SW1Y 4UJ AT 11:30 A.M., MONDAY, 11th FEBRUARY 1991.

Present: DM Bizeau (for Kelt Investments Limited), EP Cameron, PC Spink, AJ Shields, RE Jones, JG Crick and R Fox

Chairman: EP Cameron
Secretary: R Fox

1. The Secretary stated that a quorum was present either in person or by proxy, all present having either waived notice or consented to short notice of the Meeting.
2. The minutes of the previous Meeting were taken as read.
3. The Chairman presented the following resolution to the members for their consideration and approval:

"RESOLVED, that pursuant to the Companies Act 1985, as amended by the Companies Act 1989, the Company hereby elects to dispense with the following actions, effective on the date hereof:

- A. the holding of an Annual General Meeting of the members of the Company;
- B. the need to lay accounts and reports before a general meeting; and
- C. the need to reappoint the auditors of the Company annually."

IT WAS THEREFORE RESOLVED that the foregoing resolution is hereby adopted and approved and each of the Directors of the Company, and any of them, is hereby authorized, empowered and directed, for and on behalf of the Company, to take such actions as they, in their sole discretion, shall deem necessary in order to effectuate the purposes and intent of the foregoing resolution.

There being no further business, the meeting closed.


Chairman



G

COMPANIES FORM No. 225(2)

225(2)

**Notice of new accounting
reference date given after the
end of an accounting reference
period by a parent or subsidiary
undertaking or by a company subject
to an administration order**

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 7)

Company number

1421481

Name of company

* insert full name
of company

* KELT U.K. Limited

Note

Details of day and
month in 2, 3 and
4 should be the
same.

Please read notes
1 to 6 overleaf
before completing
this form.

† delete as
appropriate

† neither of these
statements can be
completed, the
notice cannot be
given.

2. gives notice that the company's new accounting reference
date on which the previous 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 12

3. The previous 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 12 1 9 13

4. If this notice is given by a company which is a subsidiary or parent undertaking but which is not subject
to an administration order, the following statement should be completed:

The company is a [subsidiary] ~~parent~~† undertaking of KELT ENERGY PLC

company number 1568950

the accounting reference date of which is 31.12.93

5. If this notice is given by a company which is subject to an administration order, the following statement
should be completed:

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

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

6. Signed

A. Engce

Designation†

Secretary

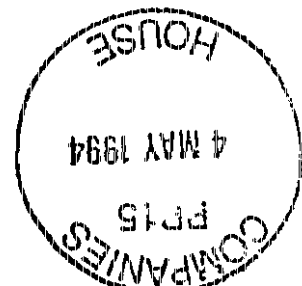
Date

3/5/94

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

For official use
D.E.B.

Post room



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

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1421481

Name of company

* KELL U.K. LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31 May 1994 the nominal capital of the company has been
increased by £3,000,000.00 beyond the registered capital of £100,000.00

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

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf☐† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation† Director

Date 31/05/94

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

A EAGER
130 Jermyn Street
London
SW1Y 4UJ

For official Use
General Section

Post room



Company No. 1421481

SPECIAL RESOLUTION IN WRITING OF MEMBERS

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KELT U.K. LIMITED

We being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a Special Resolution of the Company :-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by deleting Article 5 and substituting therefor:

5. The Company's Share Capital shall be £3,100,000 divided into 3,100,000 shares of £1 each.

.....
For and on behalf of
KELT INVESTMENTS LIMITED

.....
R FOX

Dated 31 May 1994



ORDINARY RESOLUTION

OF

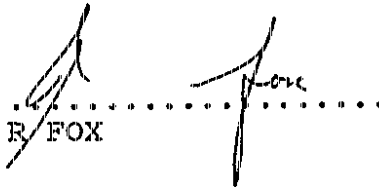
KELT U.K. LIMITED

The following was passed as an Ordinary Resolution of the Company at a Meeting of the Board of Directors on 31 May 1994 :-

RESOLUTION

IT WAS RESOLVED THAT :

3 million shares of £1 each, fully paid, be allotted to Kelt Investments Limited;


.....
R. FOX

Dated 31 May 1994

