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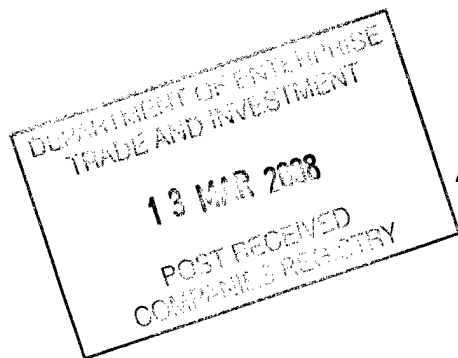
COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

CERTIFICATION

I certify that this document is a true copy of the Memorandum and Articles of Association of AESSEAL (MCK) Limited, as altered by Special Resolution on 1st August 1998.

Signed


J F McKeever



Memorandum

and

Articles of Association

NI17307

AESSEAL (MCK) Limited
formerly known as
Sealtec MCK Limited
formerly known as
MCK Distributors Limited

MINUTES OF A MEETING OF THE MEMBERS OF

SEALTEC MCK Limited

NI17307

An Extraordinary General Meeting took place at Unit 60, Dunmurry Industrial Estate, Belfast BT17 9HU on 1st August 1998.

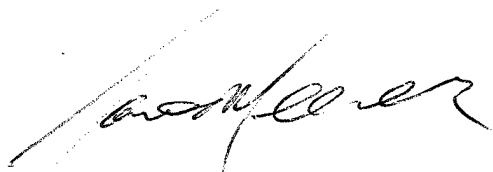
Present: C J Rea
J F McKeever

The following Special Resolutions were passed:

That the name of the Company be changed to AESSEAL (MCK) Limited and

That the amended Memorandum and Articles of Association tabled at the Meeting be and are hereby adopted.

Signed



J F McKeever
Chairman

Companies (Northern Ireland) Order 1986 To 1990

**Company limited by shares
MEMORANDUM
AND ARTICLES OF
ASSOCIATION**

AESSEAL (MCK) Limited

NI 17307

Incorporated on the 1st Day of March 1984

Companies (Northern Ireland) Order 1986 To 1990

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

AESSEAL (MCK) LIMITED

1. The name of the Company is **AESSEAL (MCK) Limited.**
2. The Registered Office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:-
 - (A) (i) To carry on the business of proprietors, producers, manufacturers, importers, exporters and agents for the sale and distribution of petrol, oil, lubricants, petroleum products, industrial oils and other substances used in connection with the generation of power or the running or propulsion of vehicles and machinery of all kinds on land, seal or air.
 - (ii) To carry on the business of garage proprietors and of a service station for motor vehicles of all kinds, dealers in new and used motor vehicles, agricultural machinery, plant, fork lift trucks, component parts, fittings, ancillary equipment and accessories and to by, sell, manufacture and deal in commodities, of all kinds which can be conveniently dealt in or manufactured by the Company in connection with any of its objects.
- (B) To carry on the business of financiers for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement or easy payment or otherwise of machinery, appliances, requisites, accessories and supplies of every description and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedients and in particular to or on behalf of persons, firms or

companies concerned in any way whatever in the sale or purchase in manner aforesaid of any of the foregoing articles or goods.

(C) To carry on all or any or any one or more of the fore-going businesses, either wholesale or retail, and either jointly with others or solely, and to manufacture all or any of the commodities necessary to carry on any or all of the above businesses.

(D) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or as an extension of any of the businesses aforesaid, or calculated directly or indirectly, to enhance the value of, or render more profitable any of the asses, property or rights of the Company.

(E) To apply for , purchase, hire, take on lease or in fee farm, or in exchange or otherwise acquire and hold for any estate or interest, any land, building, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of or render more profitable any of its assets, property or rights.

(F) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouse, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of, or to render more profitable any of its assets, property or rights.

(G) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.

(H) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant in fee farm, grant licences and rights over or in respect of, or otherwise deal with or dispose of the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration, or for no consideration, as the Company may think fit.

(I) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or

depositing any debentures, debenture stock, notes or other instruments constituting an acknowledgement of indebtedness whether creating a charge or not.

(J) To guarantee support or secure whether by covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of and the repayment or payment of the principal amounts of the premiums interest and dividends on any securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 148 of the Companies Act (Northern Ireland) 1960 or another subsidiary as defined by the said Section the Company's holding company or otherwise associated with the Company in business.

(K) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others upon such terms as the Company may think fit.

(L) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.

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

(N) To support and subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and dependants of such persons, and to maintain or contribute to any pension, provident or other funds, or an institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or other wise, which may benefit or be connected in any way with the Company or its business or employees.

(O) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such Company.

(P) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or outputs, or otherwise for mutual assistance with any company, firm or person carrying on or proposing to carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.

(Q) To pay for any property or rights acquired by this Company, either in cash payable as a lump sum or by instalments, or otherwise, or in fully or in partly in one way and partly in another, and to accept payment for any property

or rights sold or otherwise disposed of by this Company, either in cash as aforesaid or in fully or partly paid up shares, or in securities of any other company, or partly in one way and partly in another, and whether payment is being made or accepted on such terms generally as the Company shall think fit.

(R) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company or of which this Company may have the power of disposing.

(S) To act as director of any company whether a subsidiary or associated company or otherwise.

(T) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise, and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise and to procure the Company to be registered or recognised in any foreign country or place.

(U) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £50,000.00 divided into 50,000 shares of £1.00 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any conditions or provisions, and with any such rights, or without any right of voting, and generally on such terms as the Company may from time to time determine.

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**

**THOMAS H. MILLAR
BENSON STREET
LISBURN
BT28 2BH
CO. ANTRIM**

ONE

COMPANY DIRECTOR.

**WILMA SHAW
BENSON STREET
LISBURN
BT28 2BH
CO. ANTRIM**

ONE

COMPANY SECRETARY

TOTAL SHARES TAKEN:

TWO

Dated the 3rd day of February, 1984

Witness to the above signatures:-

**MURIEL ALFORD
BENSON STREET
LISBURN
BT28 2BH
CO. ANTRIM**

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AESSEAL (MCK) Limited

PRELIMINARY

1. In these articles and in Table A:
"the Order" means the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof.

"Table A" means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986.
2. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
3. Regulations 24, 68, 73 to 78 inclusive, 87, and 118 of Table A shall not apply to the Company, but the articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

4. Subject to the provisions of article 5 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Article 90 (2) of the Order) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with article 4 shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the Directors by article 4 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.
7. The provisions of Article 99(1) of the Order shall not apply to the Company.

LIEN

8. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.
 - (a) The Company has power to purchase its own shares (including any redeemable shares).

PROCEEDINGS AT GENERAL MEETING

11. Regulation 37 of Table A shall be modified by the deletion of the words "within the United Kingdom".
12. 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. Regulation 46 of table A shall be modified accordingly.
13. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
14. A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been duly executed by a corporation if signed by one of its directors and its secretary. In the case of a joint holder of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53 as aforesaid.

DIRECTORS

15. The number of Directors need not exceed one and regulation 64 of Table A shall be modified accordingly.
16. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Article 21 of the Order.
17. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

18. Subject to the provisions of the Order, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be modified accordingly.
19. The Directors may exercise all the powers of the Company contained in clause 3 (V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

APPOINTMENT AND DISQUALIFICATION OF DIRECTOR/S

20. Without prejudice to the powers of the Company under Article 311 of the Order to remove a Director/s by ordinary resolution the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company, shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed.

Any such appointment or removal shall be affected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.

21. The office of a Director shall be vacated if he is removed from office under article 20. Regulation 81 of Table A shall be modified accordingly.

ROTATION OF DIRECTORS

22. The Directors shall not be liable to retire by rotation and accordingly from the commencement of the second sentence to the end of Regulation 79 of Table A shall be deleted.

ALTERNATE DIRECTORS

23. Any appointment or removal or an alternate Director made under Table A shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.
24. If his appointor is for the time being absent from the United Kingdom or otherwise not available for signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly.
25. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

26. (1) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting.
- (2) A resolution agreed by all the directors by means of telephonic communication, telex, facsimile transceiver, telegraph, computer or any other electronic means will be valid if such resolution is signed by the Chairman of the Company and if such resolution is expressed to be passed pursuant to this provision.
27. The following sentence shall be inserted after the first sentence of regulation 72 of table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any per or persons although not being a Director of the Company".
28. Regulation **88** of Table A shall be modified by the deletion of the third sentence.
29. A sole director may exercise all the powers conferred by these articles on the Directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of directors: Regulations 88 and 89 shall be modified accordingly.

30. Regulation 90 of Table A shall be modified by the deletion of the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting".

OFFICIAL SEAL FOR USE ABROAD

31. The Company may have an official seal for use under the provisions of the Order, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

32. Regulation 112 of Table A shall be modified by the following insertion after "registered address" or to such other address whether within or outside the United Kingdom as he may supply to the Company for that purpose".
33. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Order. The third sentence of regulation 112 of Table A shall be deleted.
34. Regulation 116 of Table A shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

INDEMNITY

35. Subject to the provisions of and so far as may be consistent with the Order but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, 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/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

**THOMAS H. MILLAR
BENSON STREET
LISBURN
BT28 2BH
CO. ANTRIM**

COMPANY DIRECTOR

**WILMA SHAW
BENSON STREET
LISBURN
BT28 2BH
CO. ANTRIM**

COMPANY SECRETARY

Dated the 3rd day of February, 1984

Witness to the above signatures:-

**MURIEL ALFORD
BENSON STREET
LISBURN
BT28 2BH
CO. ANTRIM**