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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

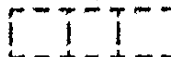
Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full
name of Company† delete as
appropriate

To the Registrar of Companies

For official use

For official use



Name of company

. KELTONE LIMITEDI, KEITH EDWARD LEWINGTON
of Level 3 Civic Offices, 1 Saxon Gate East Central Milton Keynes

do solemnly and sincerely declare that I am a [50] ~~for~~ engaged in the formation of the company)† W
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at Central Milton Keynes
Buckinghamshire

Declarant to sign below

the twelfth day of December
One thousand nine hundred and eighty-five
before me Mr. J. H. G. [Signature]
Solicitor

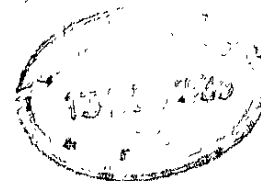
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

Shoosmiths & Harrison
Level 3
Civic Offices
1 Saxon Gate East
Central Milton Keynes
MK9 3DY

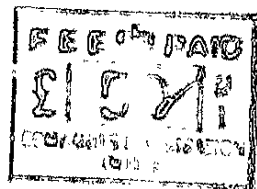
Ref: KELFor official Use
New Companies Section

Post room





Companies Act 1985
Company Limited By Shares



MEMORANDUM OF ASSOCIATION

1978837

of KELTONE LIMITED

1. The name of the Company is Keltone Limited. ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
 - (a) 1. To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as well order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.
 2. To carry on business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisors, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisers in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisations, business transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers.
- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

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- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (i) 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.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) 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 or 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 business and operations of any company in which the Company holds any such interest.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) 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.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by 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.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widow, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) 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, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's 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 from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Keith Edward Lewington
Keith Edward Lewington
Level 3 Civic Offices
1 Saxon Gate East
Central Milton Keynes

One

Solicitor

Michelle Adrienne Shaw
Michelle Adrienne Shaw
Level 3 Civic Offices
1 Saxon Gate East
Central Milton Keynes

One

Secretary

Dated this 12th December 1985

Witness to the above Signatures:

Andrews
16 Wedgwood Avenue
Blacklands
Milton Keynes

Solicitor's Clerk

Companies Act 1985

Company Limited By Shares

ARTICLES OF ASSOCIATION

1978837

KELTONE LIMITED

PRELIMINARY

1. The Regulations contained in Table A of The Companies (Tables A to F) Regulations 1985 (referred to in these articles as "Table A") shall apply to the Company except to the extent that they are excluded or amended by the following clauses, which clauses together with the remaining clauses in Table A shall be the regulations of the Company.
2. Clauses 24; 50; 73 - 75; 80; 96; of Table 'A' shall not apply to the Company

LIEN

3. The lien conferred by Clause 8 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

SHARES

4. The shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and in such manner as they think fit.
5. (a) The general authority conferred by Regulation 4 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The general authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked by the Company in general meeting.
(b) The Directors shall be entitled under the general authority conferred by Regulation 4 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
6. Section 89(1) of the Companies Act 1985 shall not apply to any allotment of Shares in the Company.

7. Subject to the provisions of Chapter VII of the Companies Act 1985 the Company may

- (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (b) purchase its own shares (including any redeemable share) and;
- (c) make any payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Companies Act 1985 of any of its shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares

TRANSFER OF SHARES

8. The Directors may in their absolute discretion and without assigning any reason therefor refuse to register the transfer of any share, whether or not it is fully paid.

DIRECTORS

- 9. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be more than seven, but need not exceed one. The first directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10(2) of the Companies Act 1985.
- 10. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles or by Table A.
- 11. A Director shall not be required to hold any share qualification but he shall be entitled to receive notice of and attend and speak at any General Meeting of the Company.
- 12. Any person may be appointed or elected Director whatever his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.
- 13. The Directors may by power of attorney or otherwise, appoint any company, firm, person or body of persons to be the agent of the company and Clause 71 of Table A shall be modified accordingly.
- 14. The Chairman shall not in the event of an equality of votes at any General Meeting of the Company, or at any meeting of the Directors or of a Committee of Directors have a second or casting vote. Clause 50 in Table A shall not apply to the Company and Clause 88 in Table A is modified accordingly.

DISQUALIFICATION OF DIRECTORS

- 15. The office of Director shall be vacated if the Director:
 - (a) ceases to be a Director by virtue of any provision of the Companies Act 1985 or he becomes prohibited by law from being a Director; or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes incapable by reason of mental disorder, illness, or injury of managing and administering his property or affairs; or
- (d) resigns his office by notice in writing to the Company.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to section 87 of the Companies Act 1985 to issue Debentures, Debenture Stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

17. A Director may vote as a Director in regard to any contract or arrangement in which he, or any person with whom he is connected, is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clauses 94 and 95 of Table A shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Keith Edward Lewington

Keith Edward Lewington
Level 3 Civic Offices
1 Saxon Gate East
Central Milton Keynes

Solicitor

Michelle Adrienne Shaw

Michelle Adrienne Shaw
Level 3 Civic Offices
1 Saxon Gate East
Central Milton Keynes

Secretary

Dated this 12th. December 1985
Witness to the above Signatures:

Alfred Jones

16 Wedgwood Avenue

Blacklands

Milton Keynes

Subscriber's Clerk

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COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use
1978837Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

KELTONE LIMITED* Insert full name
of company

The intended situation of the registered office of the company on incorporation is as stated below

**Level 3 Civic Offices, 1 Saxon Gate East, Central Milton Keynes
Buckinghamshire**Postcode **MK9 3DY**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☐

Postcode

Number of continuation sheets attached (see note 1)

☐Presenter's name address and
reference (if any):**Shoosmiths & Harrison
Level 3 Civic Offices
1 Saxon Gate East
Central Milton Keynes
MK9 3DY**ref: **KEL**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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) KEITH EDWARD LEWINGTON		Business occupation Solicitor
Previous name(s) (note 3)		Nationality British
Address (note 4) Level 3 Civic Offices 1 Saxon Gate East, Central Milton Keynes		Date of birth (where applicable) (note 5) N/A
Postcode MK9 3DY		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>Keith Lewington</i>		Date 12 12 88

Enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

delete if the form is signed by the subscribers

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

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 3 & 7)	
MICHELLE ADRIENNE SHAW	
Previous name(s) (note 3)	
Address (notes 6 & 7) Level 3 Civic Offices 1 Saxon Gate East, Central Milton Keynes	
Postcode	MK9 3DY
I consent to act as secretary of the company named on page 1	
Signature	<i>MA Shaw</i>
Date	12-12-88

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 6 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
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delete if the form is signed by an agent on behalf of the subscribers

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

Signed	<i>MA Shaw</i>	Date	12 12 88
Signed	<i>MA Shaw</i>	Date	12-12-88
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1972837

I hereby certify that

KELTONE LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the

16TH JANUARY 1986


MRS. E. J. JONES

an authorised officer