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16 JUN 1995

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

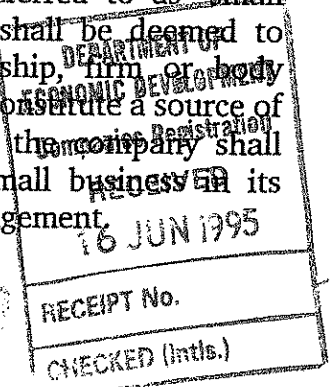
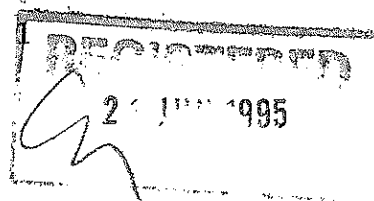
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

**BALLYMONEY ENTERPRISE COMPANY (1995) LIMITED**

1. The Company's name is "BALLYMONEY ENTERPRISE COMPANY (1995) LIMITED".
2. The Company's Registered Office is to be situated in Northern Ireland.
3. The Company's objects are:-
  - (a) To acquire and take over as a going concern those assets and that part of the business now carried on by North Antrim Development formerly owned and carried on by Ballymoney Enterprise Company Limited and to discharge all or any of the liabilities of that part of the business of North Antrim Development.
  - (b) To stimulate and promote the creation within Northern Ireland and, in particular, within the Ballymoney area, of additional job opportunities and new enterprises through small business growth and survival.
  - (c) To acquire by any means whatsoever any land, property or premises of any tenure or any interest therein for the purposes of rehabilitating, sub-dividing or developing the same, in order to make the same available to any small business (hereinafter referred to as "small business" which expression when used herein shall be deemed to include any person, body of persons, partnership, firm or body corporate or unincorporated which shall or may constitute a source of employment) on such terms and conditions as the company shall consider appropriate and to assist any such small business in its establishment, growth, conduct, control or management.



- (d) To advise any small business within Northern Ireland whether existing or in the course of creation as to appropriate management structures the keeping of accounts and the provision of controls whether in respect of finance, stock, production, quality or otherwise.
- (e) To provide technical, managerial, marketing, professional and other executive, supervisory, expert and consultancy services.
- (f) To sponsor, promote and participate in the development of new inventions, devices, designs, methods and ideas which are or might be conducive to the attainment of any of the objects of the Company; to promote competition and prize schemes and pay premiums, scholarships and awards for the expenses of the training of persons in any craft, art, technique, profession or skill; and generally to foster a climate favourable to local and individual enterprise, initiative and invention.
- (g) To provide a means whereby the business community of Northern Ireland can contribute to the well-being of any small business.
- (h) To consider all questions connected with trade, commerce and industry, and especially how these affect any small business, or the creation of any small business.
- (i) To promote, support or oppose legislative or other measures affecting trade commerce and industry particularly any such measures affecting any small business.
- (j) To represent express and give effect to the opinions of small businesses on industrial and commercial questions.
- (k) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (l) To remunerate any person firm or company rendering services to the Company.
- (m) To collaborate with any organisation or department of Government, Local Government or any firm or company having objects similar in whole or in part with those of the Company.
- (n) In the furtherance of the Company's objects, to lend and advance money or give credit on such terms as seem expedient and with or without security to customers and others; to enter into guarantees, contracts of indemnity and suretyships of all kinds and to receive

money on deposit or loan upon such terms as the Company may approve.

- (o) In furtherance of the Company's objects, to manufacture, buy, sell, alter, repair, improve, let on hire, or on hire purchase, exchange or otherwise deal in all kinds of plant, machinery, apparatus, fittings, appliances, utensils, tools, material, articles and things.
- (p) In furtherance of the Company's objects, to act as agents or brokers or trustees for any person, firm or company, and to carry on the business of commercial agents, and to purchase, sell and deal in goods, materials, property, commodities, articles and services of every kind.
- (q) To acquire, construct, maintain, alter, and dispose of all such buildings, erections, structures and works as may seem advantageous in connection with the foregoing purposes or any of them.
- (r) To apply for, register, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any assets, concessions, licences, grants, patents, secret processes, design protections, brevets d'invention, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for the furtherance of any of the Company's objects, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (s) To sell, lease, grant in fee farm, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit.
- (t) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges on the undertaking and all or any of the property and assets (present and future) of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock, loan stock or other securities of any description.
- (u) To make, draw, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise; and to subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks,

securities, options and rights offered, issued or created by any government, authority, company, firm, body or person; and to buy and sell foreign exchange.

- (v) To promote or concur in the promotion of any company, whether in Great Britain, Northern Ireland, or elsewhere the promotion of which shall be considered desirable.
- (w) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (x) To grant pensions, gratuities, annuities, superannuation or other allowances or benefits to any persons who may be or have been in the employment or service of the Company.
- (y) To establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company.
- (z) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and any company promoted by the Company.
- (aa) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, sub-agents, contractors, sub-contractors, or otherwise, and either alone or in conjunction with others.
- (bb) To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for any services actually rendered to the

Company.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights for the contributors among themselves, such amount as may be required, not exceeding one pound.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other institution or institutions have objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company, at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names, and addresses of Subscribers

Honor Craig  
7-9 Chichester Street  
Belfast BT1 4JG

DEE MARTIN  
7-9 CHICHESTER STREET  
BELFAST BT1 4JG.

DATED the 16<sup>th</sup> day of June 1995

WITNESS to the above signatures: *Levi McRae*  
7-9 Chichester Street  
Belfast BT1 4JG