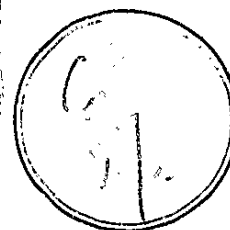
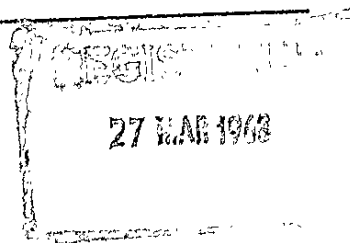


THE COMPANIES ACT, 1948.



A 5/- Companies' Registration Fee Stamp must be impressed here.

DECLARATION OF COMPLIANCE with the requirements of the Companies

Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of
Company

PADDLE STEAM NAVIGATION

LIMITED.

Presented for registration by

CHAS. DAVY & CO., LTD.,
3-11, PINE STREET,
LONDON, E.C.1.

CHAS. DAVY & CO., LTD.,
Company Printers & Registration Agents.

Head Office and Works:
3-11, PINE STREET, LONDON, E.C.1.
Telephone: TERMINUS 6267 (Four lines)

City Branch:
11, MASONS AVENUE, BASINGHALL STREET, E.C.2.
Telephone: MONARCH 3555



I, Dennis Leslie Dorgan
of The Mill House, Donyatt, Ilminster, Somerset

Do solemnly and sincerely declare that I am ("a person named in

(a) Here insert:

"A Solicitor of the
"Supreme Court"

(or in Scotland

"A Solicitor") "en-

"gaged in the for-

"mation or

"A person named

"in the Articles of

"Association as a

"Director or

"Secretary."

the Articles of Association as Secretary

Ans. 18

of Paddle Steam Navigation

Limited, and that all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said Company and
incidental thereto have been complied with, and I make this solemn
Declaration conscientiously believing the same to be true and by virtue of
the provisions of the "Statutory Declarations Act 1835."

Declared at *Bland in the*
County of Somerset

the *16th* day of *March* 1963.

Before me

D. Dorgan

A Commissioner for Oaths.

(or a Notary Public or
Justice of the Peace.)

JAS. W. HOARE

This margin is reserved for binding and should not be written across

THE STAMP ACT, 1891

(54 & 55 Vic., Ch. 39).

COMPANY LIMITED BY SHARES.

27 MAR 1963



Statement of the Nominal Capital

OF

PADDLE STEAM NAVIGATION.....

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act, 1933.

NOTE:—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented for registration by

CHAS. DAVY & CO., LTD.
3-11, PINE STREET,
LONDON, E.C.1.

CHAS. DAVY & CO., LTD.,

Company Printers & Registration Agents

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Telephone: TERMINUS 6267 (Four lines).

City Branch:

11, MASONS AVENUE, BASINGHALL STREET, E.C.2

Telephone: MONARCH 3555.



THE NOMINAL CAPITAL
OF

PADDLE STEAM NAVIGATION

Limited,

is £100 divided into one hundred ordinary

Shares of one pound each.

*Signature.

A. H. Dungan

Officer. Secretary.

Dated the sixteenth day of March 1963.

*This Statement should be signed by an Officer of the Company.

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



REGD. TRADE MARK

27 MAR 1963

755216/3



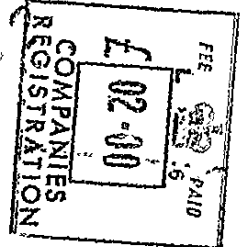
THE COMPANIES ACT, 1948 ✓

COMPANY LIMITED BY SHARES ✓

Memorandum of Association

OF

PADDLE STEAM NAVIGATION LIMITED ✓



1. The name of the Company is "PADDLE STEAM NAVIGATION 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 business as shipowners, bargeowners, lightermen, and carriers of passengers and goods; railway, shipping, chartering, forwarding, and transport agents; stevedores, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers, machinery haulage specialists, warehousemen, engineers, electricians, woodworkers; motor car, cab, omnibus, and coach proprietors; boat owners, amusement caterers, refreshment caterers, garage proprietors and job masters.
 - (b) To establish and carry on a touring agency, travel bureau, and booking office, and to act as customs' clearing agents. To organise and conduct trips and excursions of all kinds and provide any other accommodation or assistance to travellers.
 - (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

CHAS. DAVY & CO. LTD.
3-11, PINE STREET,
LONDON, E.C.1.

19 MAR 1963
MAY

- (d) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (e) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property, and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (f) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage, commission, and underwriting in respect of any such issue.
- (g) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (h) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company or any part thereof. for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (i) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools or equipment as may seem desirable for any of the business or in the interests

of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things, of any description which may be conveniently dealt with in connection with any of the Company's objects.

- (j) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital.
- (k) To make, draw, accept, indorse and negotiate bills of exchange, or other negotiable instruments.
- (l) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (n) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (o) To distribute among the members in specie any property of the Company, or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (p) To subscribe for, purchase or otherwise,

acquire, take, hold or sell any shares or stock, debentures or debenture stock, or other securities or obligations of any company, and to invest or lend any of the monies of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

- (q) To procure the Company to be registered or recognised in any country or place abroad.
- (r) To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person, who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things, in any part of the world, and either as principals, agents, contractors, trustees, or otherwise and either alone, or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether

domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each with power to increase the capital and to consolidate and subdivide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

WE, the several persons whose names and 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 (in words)
<p style="text-align: right;">POTTER</p> <p>John David Potter 86, Campden Hill Court, Kensington. London W.8. Advertising Executive.</p>	ONE
<p style="text-align: right;">SOUTHCORBE</p> <p>Peter George Southcombe "Devonia" 24 Quantock Rd, Milton-Super-Mare, Somerset. Sales Manager.</p>	one

DATED this 16th day of March 1963.

WITNESS to the above signatures:-

Denise Leslie Dorgan, **DOUGAN**
The Mill House
Dorset,
Dorset, Somerset
Chartered Accountant



REGISTERED

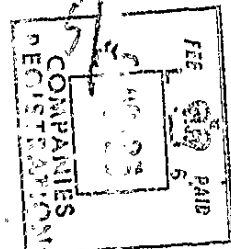
27 MAR 1963

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THE COMPANIES ACT, 1948 ✓

COMPANY LIMITED BY SHARES ✓



Articles of Association

OF

PADDLE STEAM NAVIGATION LIMITED ✓

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company. ✓

2. Regulations 11, 24, 53, 75, 77, 79, 84, 88, 96, 97 and 99 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Parts I and II of Table "A" shall, subject to the modifications hereinafter expressed, and the clauses hereinafter contained be the Regulations of the Company. ✓

SHARES.

3. In Regulation 3 of Part I of Table "A" the words "with the sanction of an Ordinary Resolution" shall be deleted.

4. In Regulation 6 of Part I of Table "A" the words "five per cent" shall be substituted for the figure and words "10 per cent".

LIEN.

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the

Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

TRANSFER OF SHARES.

6. Unless and until the Company in General Meeting shall otherwise determine, the Shares of the Company shall only be allotted or transferred to individual persons who are Members of the Paddle Steamer Preservation Society. A person to whom shares may be allotted or transferred pursuant to this Article is hereinafter referred to as "a person qualified for Membership of the Company". No shares shall be allotted to any body corporate and no Member shall be entitled to become the beneficial owner of more than four shares of the Company.

7. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares, and shall so refuse if the transferee is not a person qualified for Membership of the Company or if the transfer would involve a contravention of Article 6 hereof.

8. (a) If any Member shall cease to be a person qualified for Membership of the Company, or if any person who is not qualified for Membership of the Company shall become entitled to any Share by reason of the death or bankruptcy of a Member, or if the Directors consider it desirable in the interests of the Company that a Member shall be expelled from Membership of the Company or if the Company in General Meeting by Ordinary Resolution resolves that a Member shall be expelled, the Directors may, if they think desirable, and if an Ordinary Resolution as aforesaid is passed, shall call upon and compel such Member or other person or (in the event of the death of a Member) his legal personal representatives, to sell to such person (being a person qualified for Membership of the Company) as may be nominated by the Directors the Shares standing in the name of such Member or former Member at the fair value thereof.

(b) In the event of it being proved to the satisfaction of the Directors that a Member is the beneficial owner of more than four Shares of the Company or that a Member controls through a nominee more than four Shares of the Company the Directors may call upon such Member to effect or arrange a transfer or transfers of the Shares in excess to such person as the Directors shall nominate and in default the Directors may authorise

some person to execute the requisite transfer or transfers and may receive the purchase money (which shall be the fair value) on behalf of the person entitled thereto. For the purpose of ascertaining as to the true beneficial ownership of any Shares of the Company the Directors may call upon any Member to make a Statutory Declaration in such terms as they think fit affirming that such Member is the beneficial owner of not more than four Shares of the Company and default in making such Declaration shall be deemed to be evidence that some person other than the registered holder is the beneficial owner of the Shares.

9. For the purposes of Article 8 hereof the fair value of a Share shall be determined by agreement between the parties concerned or, in default of agreement, by the Auditor for the time being of the Company.

10. If any such call as is referred to in Article 8 hereof is not complied with within fourteen days from the same being made, the Company may receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any such person.

GENERAL MEETINGS.

11. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A".

12. In Regulation 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three".

13. In Regulation 5 of Part II of Table "A" there shall be inserted after the word "passed" the words "as an ordinary resolution".

DIRECTORS.

14. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

15. The number of the Directors shall be not less than two nor more than ten. The Company in

General Meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.

16. The first Directors shall be John David Potter, Veere Frederick Burrell, Thomas Graham Cadman, Bernard Francis Cox; George Victor Wheel-
don Gray, Anthony Michael Christopher McGinnity, Eileen Gladys Elizabeth Pritchard, Sydney Roberts, Peter George Southcombe and George Charles Train.

17. The Company may without prejudice to the provisions of Section 184 of the Companies Act, 1948 by extraordinary resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this clause as to removal shall be subject to the terms of any contract between him and the Company.

SECRETARY.

18. The first Secretary of the Company shall be Dennis Leslie Dougan and the terms and conditions of his appointment shall be determined by the Directors pursuant to Regulation 110 of Part I of Table "A".

BORROWING POWERS.

19. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

DISQUALIFICATION OF DIRECTORS.

20. The office of Director shall be vacated if the Director :-

- (a) Resigns his office by notice in writing to the Company; or
- (b) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (c) Is found lunatic or becomes of unsound mind; or

(d) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or

(e) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Companies Act, 1948.

21. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

22. In Regulation 78 of Part I of Table "A" the words "unless the Company otherwise direct" shall be deleted.

NOTICES.

23. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John David Peter,
86, Campden Hill Court,
Kensington,
London W.8.

Advertising Executive.

Phil George Southcombe
"Devonia"
24 Quenibeth Rd,
Winston - Super - Mare,
Ponsonby.

Sales Manager.

DATED this 16th day of March 1963.

WITNESS to the above signatures:-

James Leslie Dorgan,
The Mill House,
Dunyatt,
Hemsworth, Somerset
Chartered Accountant

DUPLICATE FOR THE FILE.

No. 755216



Certificate of Incorporation

I Hereby Certify that

PADDLE STEAM NAVIGATION LIMITED

is this day incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this TWENTY-SEVENTH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

J. S. Whitefield.

Assistant Registrar of Companies.

Certificate
received by

J. Davis for Plass Power & Co Ltd

Date *27/3/63*