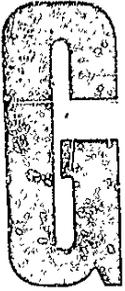


41



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 company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



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

Company number

11197381

\* delete if inappropriate

Name of Company DANUJOY Limited\*

CHARLES GEORGE STEPHEN SMITH of 15 PEMBROKE ROAD BRISTOL BS99 7DX

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation of DANUJOY 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 3 RICHMOND HILL BRISTOL BS8 1AY

the 18 day of June One thousand nine hundred and 79

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

before me John A Brown A Commissioner for Oaths

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

For official use: General section, Post room



032920/1

1449438



*Handwritten scribbles and initials*

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

DANTJOY LIMITED



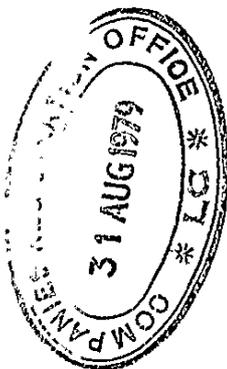
DANTJOT LIMITED

1. The name of the Company is
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 builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, builders' merchants, proprietors, hirers, letters on hire manufacturers, repairers, merchants and factors of, agents for and dealers in builders' and general contractors' plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances and general building materials, requisites and goods of every description, plumbers, painters and decorators, timber merchants and sawmill proprietors, importers of and dealers in joinery, hard and soft woods, veneers, mouldings and building woodwork of all kinds, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, French polishers, electrical, gas, hot water, heating, mechanical, motor and general engineers, hardware merchants and general ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, cafe and restaurant proprietors, caterers, confectioners, tobacconists and newsagents, travel agents, haulage contractors, undertakers, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, architects, surveyors, house, land and estate agents; to manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company.

*Handwritten initials and date: JG 1969*

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- (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 business 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.
- (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 and 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 such terms as the Company may approve 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 parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit 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 promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional 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 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.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) 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.

(p) 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.

(q) 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, widows, 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.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking 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.

(s) 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.

(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

(q) 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, widows, 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.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking 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.

(s) 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.

(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.

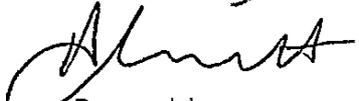
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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
  Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
  Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated **18 JUN 1979**

Witness to the above signatures:-

  
 Dawn Bennett,  
 15, Pembroke Road,  
 Bristol. BS99 7DX.  
 Clerk.

THE COMPANIES ACTS 1948 to 1976

1449438/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

DANTHOY LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

---

Names, addresses and descriptions of Subscribers

---



Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.



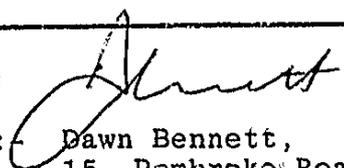
Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

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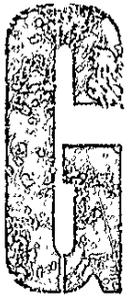
Dated

18 JUN 1979

Witness to the above signatures:



Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Clerk.



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

1

Please do not write in this binding margin



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

Company number

1449438/5

Name of Company

DANTJOY
Limited*

\* delete if inappropriate

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

JORDAN HOUSE
47 BRUNSWICK PLACE
LONDON
N1 6EE

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

X

JORDAN & SONS LIMITED
of JORDAN HOUSE as above

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

Presenter's reference (if any):



For official use  
General section

Post room

Official use section with General section and Post room labels

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)	Business occupation
MICHAEL RICHARD COUNSELL	COMMERCIAL MANAGER
Former name(s) (note 3)	Nationality
Address (note 4) 15, PEMBROKE ROAD BRISTOL BS99 7DX	BRITISH
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <i>M R Counsell</i>	Date 18 JUN 1979

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin



**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)	PATRICIA PARRY	
Former name(s) (note 3)		
Address (notes 4 & 7)	JORDAN HOUSE 47 BRUNSWICK PLACE	
	LONDON N1 6EE	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>P. Parry</i>	Date 18 JUN 1979

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	<i>M. Donald</i>	Date	18 JUN 1979
		[Agent]†	



## CERTIFICATE OF INCORPORATION

No. 1449438

I hereby certify that

**DANJOY 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 19TH SEPTEMBER 1979

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

Company No. 1449438

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DANTJOY LIMITED

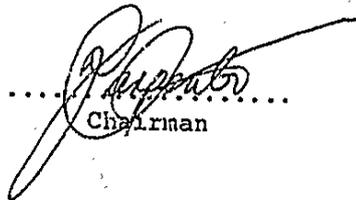
Passed on 22nd December 1988

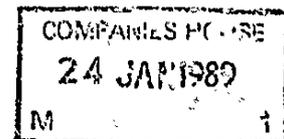
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At an Extraordinary General Meeting of the Company duly convened and held at Royex House, Aldermanbury Square, London EC2V 7LD on 22nd December 1988 the following resolution was duly passed as a Special Resolution of the Company.

RESOLUTION

"That new Articles of Association in the form of the print attached to this Notice and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association of the Company."

  
.....  
Chairman



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
of  
DANTJOY LIMITED

(as adopted on 22nd December 1988)

---

PRELIMINARY

1. The Company is a private company. The regulations of Table A (save for regulations 2, 3, 54, 73 to 80 inclusive and 110 which are hereby excluded) shall apply to the Company so far as the same are not excluded or varied hereby. "Table A" means Table A set out in the Companies (Tables A-F) Regulations 1985 and "the Act" means the Companies Act 1985.

SHARE CAPITAL AND SHARES

2. The capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

3. The shares of the Company for the time being unissued shall (subject to the provisions of the Act) be under the control of the Directors who may allot or otherwise dispose of the same to such persons at such times on terms and conditions as they think fit and with full power to give any person the call of any shares either at par or at a premium, and for such time and for such consideration as the Directors think fit, but so that shares shall not be issued at a discount except in accordance with the Act.

4. Without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of share capital or otherwise as the Directors may

from time to time determine, and any Preference Share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. Subject to the provisions of the Act, the redemption of such shares may be effected on such terms and in such manner as the Directors may from time to time determine.

5. The Company shall comply with Section 128 of the Act (Registration of particulars of special rights) whenever required to do so under that Section following an allotment of shares with unpublished rights.

#### GENERAL MEETINGS

6. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the fixing of the remuneration of the Directors and the appointment of, and the fixing of the remuneration of, the auditors.

7. Regulation 46(b) shall have effect as if the word "one" were inserted therein in lieu of the word "two".

#### MEMBERS' RESOLUTIONS

8. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

#### DIRECTORS

9. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a

casual vacancy or as an addition to the Board. The Company by ordinary resolution may also at any time and from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board.

10. The Directors may grant to any Director required to exercise any special executive or other duties or make any special exertions for the purposes of the Company such special remuneration, with travelling, hotel and other expenses, for the services rendered as the Directors think proper and such remuneration may be either in addition to or in substitution for the remuneration provided under or pursuant to regulation 82.

11. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company.

12. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 317 of the Act, shall be entitled to vote in respect of such contract or proposed contract and if he does so vote his vote shall be counted, and he may be taken into account in ascertaining whether a quorum is present; and regulation 94 shall have effect subject to the provisions of this Article.

13. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age, and regulation 81(a) shall have effect subject to the provisions of this Article.

14. In addition to the Directors referred to in regulation 75 of Table A (hereinafter referred to in this Article as Ordinary Directors) any employee of the Company shall be eligible to be appointed a Local Director who shall be subject to the provisions hereinafter contained:-

- (a) The Ordinary Directors may from time to time appoint any employee or employees of the Company to be Local Directors of the Company provided that there shall not at any one time be more than ten Local Directors but such Local Directors shall be in addition to the number of Ordinary Directors.

- (b) Each Local Director shall retire from office at the expiration of one year from the date of his appointment but shall be eligible for re-appointment by the Ordinary Directors then or at a subsequent time.
- (c) The Ordinary Directors may at any time remove any Local Director from office by resolution of the Board comprising the Ordinary Directors only or by a notice in writing signed by three fourths of the Ordinary Directors and in any event a Local Director shall relinquish his office forthwith if he shall leave the Company's employment.
- (d) Notwithstanding anything contained in these Articles, regulations 65-69, 72, 82 and 83 of Table A shall not apply to Local Directors.
- (e) Articles 9, 10 and 11 herein shall not apply to Local Directors.

#### PAST PROFITS

15. Where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be may, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. If any shares or securities are purchased cum dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

#### CAPITALISATION OF PROFITS

16. The Company in General Meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits

resulting from the realisation or appreciation in value of the assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the ordinary shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid, or partly in the one way and partly in the other; and the Directors shall give effect to any such resolution Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be allotted to members of the Company as fully paid bonus shares.

#### NOTICES

17. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice and to have been effected when the letter containing the notice is posted, and regulation 112 shall have effect accordingly.

1449438



# G. R. WALKER & CO.

CHARTERED ACCOUNTANTS

Partners  
G. R. WALKER, F.C.A.  
M. H. LANCASTER, F.C.A.  
R. PRIESTMAN, A.C.A.

19/25 Scarborough Street  
Hartlepool TS24 7DA  
Telephone (0429) 272109 & 265733  
Fax (0429) 862478

Associated Firms  
METCALF & CO., Sunderland.  
WALKER, METCALF & CO.,  
Durham.

21st December, 1988

R.158/MHL/TP/OT

The Directors,  
Dantjoy Limited,  
Sandgate Industrial Estate,  
Mainsforth Terrace,  
HARTLEPOOL,  
Cleveland.

Dear Sirs,

Dantjoy Limited.

In accordance with Section 390, Companies Act 1985, we hereby formally resign as Auditors of the Company.

There are no circumstances connected with our resignation which we consider should be brought to the notice of the Members or Creditors of the Company.

We acknowledge and confirm that we have no outstanding charges or claim for compensation or otherwise against the Company and that there are no outstanding agreements or arrangements between ourselves and the Company.

Yours faithfully,  
FOR G. R. WALKER & CO.

PARTNER



**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)**

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

To the Registrar of Companies:

For official use

Company Number

1449438

Name of Company

DANTJOY 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 having come, to an end is as shown below:

Day Month

31/03

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

31/03/1989

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][~~holding company~~] of  
 BET PUBLIC LIMITED COMPANY  
 company number 49855  
 the accounting reference date of which is 31/03

Signed

[Director][Secretary] Date 22/3/89

Authorised Representative - Plant Nominees Ltd

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

GROUP SECRETARIAL DEPARTMENT  
 BET PLANT SERVICES PLC  
 VINE COURT, CHALK PIT LANE,  
 DORKING  
 SURREY RH4 1ES

For official Use  
 General Section

Post room

COMPANIES HOUSE  
 11 APR 1989

57

No. 3449438

THE COMPANIES ACT 1985  
Company Limited by Shares

Special Resolution

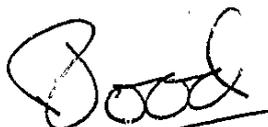
of

DANTJOY LIMITED

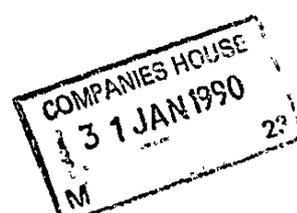
passed the fifteenth day of January 1990

At an annual general meeting of the company held at Vine Court Chalkpit Lane, Dorking, Surrey on the 15th day of January 1990, the following resolution was duly passed as a SPECIAL RESOLUTION:-

"That, the company having satisfied the provisions of Section 252, Companies Act 1985, relating to dormant companies, the company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act."



Authorised Representative  
Plant Nominees Ltd  
Secretary



No: 1449438

THE COMPANIES ACT 1985

Company Limited by Shares

Elective Resolutions

of

DANTJOY LIMITED

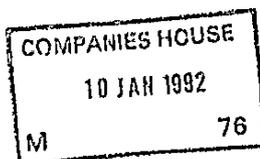
Passed the 16<sup>th</sup> day of December 1991

At the annual general meeting of the company held at Vine Court, Chalkpit Lane, Dorking, Surrey RH4 1ES on the 16<sup>th</sup> day of December 1991 the following resolutions were passed as ELECTIVE RESOLUTIONS:-

"That the company pursuant to Section 252, Companies Act 1985, dispense with the obligation to lay and deliver accounts and reports before the company in general meeting as otherwise required by Section 241 of that Act."

"That the company pursuant to Section 366A, Companies Act 1985, dispense with the obligation to hold annual general meetings as otherwise required by Section 366 of that Act."

  
Authorised Representative  
Plant Nominees Limited  
Secretary



No 1449438

THE COMPANIES ACT 1985  
Company Limited by Shares  
Special Resolution

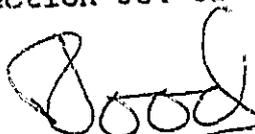
of

DANTJOY LIMITED

passed the 8th day of June 1992

At the extraordinary general meeting of the company held at Vine Court, Chalkpit Lane, Dorking, Surrey RH4 1ES on the 8th day of June 1992, the following resolution was duly passed as a SPECIAL RESOLUTION:-

"That, the company having satisfied the provisions of Section 250 Companies Act 1985 (as amended), relating to dormant companies, the company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act".

  
Authorised Representative  
Plant Nominees Limited  
Secretary

