

No. of Company .. 1120648

(No registration fee payable)

## THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ..... TANFINE ..... Limited\*

I, ..... DONALD EDWARD GELSTHORPE WING .....  
of ..... RUSSELL HOUSE, 40, SILVER STREET, LONDON, N.18. ....

Do solemnly and sincerely declare that I am (see note (a) below) ..... A PERSON .....

NAMED IN THE ARTICLES OF ASSOCIATION AS SECRETARY .....

of ..... TANFINE ..... 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 ..... BROWNLOW HOUSE, .....  
50/51, HIGH HOLBORN, .....  
WC1V 6ER. ....

the ..... 19th ..... day of ..... June .....  
one thousand nine hundred and ..... seventy three .....  
before me. ....

.....  
A Commissioner for Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")  
"engaged in the formation", or "a person named in the articles of association as a  
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.

Presented by:

Reichmann & Wing Limited,  
Russell House,  
40 Silver Street,  
London, N.18.

1120648

2

V878

No. of Company .....

**Statement of nominal capital***Made pursuant to Section 112 of the Stamp Act 1891*Name of Company ..... **TANFINE** ..... LimitedThe nominal capital of the above company is £ ..... **100** .....Signature .....  .....Description ..... **Secretary** .....Date ..... **19th. June 1973** .....**NOTES**

The stamp duty on the nominal capital is 50p for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed with the Memorandum of Association, or other document, when the company is registered.

**Presented by:**

**Reichmann & Wing Ltd.,**  
No. 623512 Registered in England.  
Regd. Office: 124, Gt. Cambridge Road,  
London, N.17.

**Presentor's reference:**

**Stamps**  
**LCS 303**

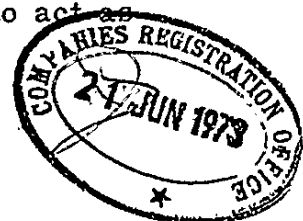
Memorandum of Association 1729 75.10 • 11 (20.00)

TANFINE LIMITED

- "TANFINE LIMITED"

- (a) To carry on all or any of the following businesses: Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, for or on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousers, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, warfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to and of the above businesses and all other businesses at the discretion of the Directors.

- Reichmann & Wing Ltd.,**  
No: 623512 Registered in England.  
Regd. Office: 124, Gt. Cambridge Road,  
London, N.17.



- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire 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 purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.



- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company 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 amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) 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.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) 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 seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.

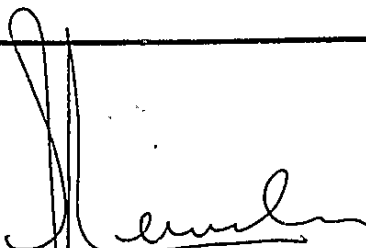
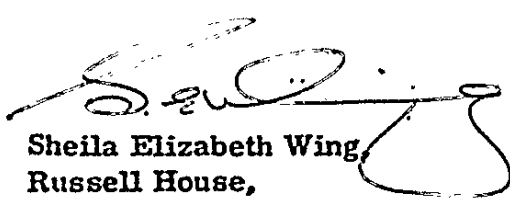
(x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

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, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

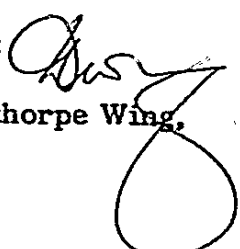
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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 (in words) taken by each Subscriber
 William John Reichmann, Russell House, 40, Silver Street, London, N.18.  Company Director	One
 Sheila Elizabeth Wing, Russell House, 40, Silver Street, London, N.18.  Company Director	One

DATED this 1st day of April, 1973

WITNESS to the above Signatures:

  
Donald Edward Gelsthorpe Wing,  
Russell House,  
40, Silver Street,  
London, N.18.

Secretary

7120648 / 4

THE COMPANIES ACTS 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

## Articles of Association

- of -

TANFINE LIMITED

### PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.

2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.

3. Clauses 24, 53, 71, 75, 79, 96 and 97 in Part I of Table A shall not apply to the Company.

### SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.

5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

#### LIEN

6. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFERS OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Clause 3 of Part II of Table A shall not apply to such transfers save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of a Share on which the Company has a lien.

8. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 7 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value of transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 7) of which they disapprove.

9. The proviso at the end of Clause 32 of Part I of Table A shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

10. Clause 58 in Part I of Table A shall be modified by the omission of the word 'three' and the substitution of the word 'two' in paragraph (b).

## BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

## DIRECTORS

12. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part I of Table A.

13. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.

14. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.

15. Without prejudice to section 184 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid 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.

16. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five.

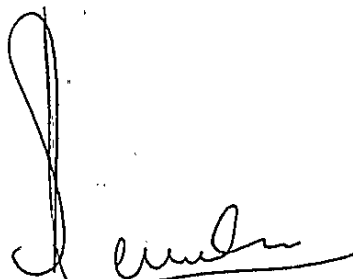
#### FIRST DIRECTORS AND SECRETARY

18. The first Secretary shall be Donald Edward Gelsthorpe Wing. The first Directors shall be appointed by the Subscribers to the Memorandum. }

---

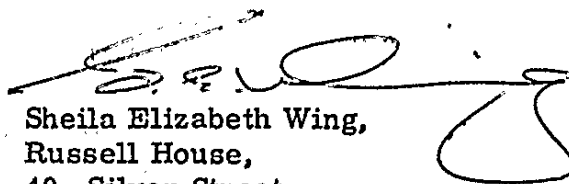
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



William John Reichmann,  
Russell House,  
40, Silver Street,  
London, N.18.

Company Director



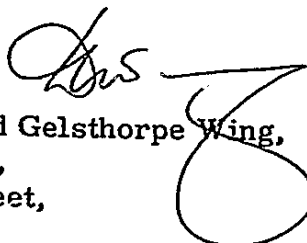
Sheila Elizabeth Wing,  
Russell House,  
40, Silver Street,  
London, N.18.

Company Director

---

DATED this 1st day of April, 1973

WITNESS to the above Signatures:



Donald Edward Gelsthorpe Wing,  
Russell House,  
40, Silver Street,  
London, N.18.

Secretary



## CERTIFICATE OF INCORPORATION

No. 1120648

I hereby certify that

**TANFINE LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

29th June 1973

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

(N. TAYLOR

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

# Special Resolution

OF

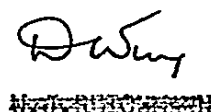
TANFINE LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above named Company duly convened and held at the registered address of the Company on the 29th day of June 1973, the following SPECIAL RESOLUTION was duly passed:

"THAT the objects of the Company be altered by the deletion of sub-clause (a) from Clause 3 of the Company's Memorandum of Association and the substitution therefor of the following new sub-clause:

- (a) To carry on all or any of the following businesses: Manufacturers, agents, factors, distributors, merchants, processors, engineers, workers, designers, developers, casters, founders, forgers, smelters, anodisers, annealers, galvanisers, braziers, platers, polishers, conditioners, solderers, smiths, converters, welders, rollers, benders, hardeners, beaters, pressers, machinists, grinders, turners, proofers, drawers, extruders, formers, fashioners, shapers, moulders, japanners, enamellers, cutters, shearers, borers, drillers, stampers, millwrights, fabricators, pattern, tool and instrument makers, wholesale and retail dealers, and specialists in all other processes, patented or otherwise, of or in connection with the preparation or fabrication or other treatment of metals, plastics, woods and other materials of every kind whatsoever whether in ores, alloys, refinings, plates, sheets, tubes, tubing, pipes, piping, wires, threads, bars, rods, ingots, extrusions, sections, components, assemblies, fittings structures, fixtures, machinery, equipment, apparatus, appliances, accessories, plant, implements, tools, ironmongery, hardware, jigs and dies, other engineering, electrical, electronic, hydraulic and similar products and all other goods of every description and for any purpose whatever; mechanical, automobile, motor, electrical, electronic, hydraulic, automation and other specialist engineers in all their branches, service and repairing engineers, heating, ventilation and cooling engineers, general contractors and all like businesses.

(Signed):



COMPANY LIMITED BY SHARES

## Memorandum of Association

- of -

TANFINE LIMITED

1. The name of the Company is:-

" TANFINE 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 all or any of the following businesses: Manufacturers, agents, factors, distributors, merchants, processors, engineers, workers, designers, developers, casters, founders, forgers, smelters, anodisers, annealers, galvanisers, braziers, platers, polishers, conditioners, solderers, smiths, converters, welders, rollers, benders, hardeners, beaters, pressers, machinists, grinders, turners, proofers, drawers, extruders, formers, fashioners, shapers, moulders, jappanners, enamellers, cutters, shearers, borers, drillers, stampers, millwrights, fabricators, pattern, tool and instrument makers, wholesale and retail dealers, and specialists in all other processes, patented or otherwise, of or in connection with the preparation or fabrication or other treatment of metals, plastics, woods and other materials of every kind whatsoever whether in ores, alloys, refinings, plates, sheets, tubes, tubing, pipes, piping, wires, threads, bars, rods, ingots, extrusions, sections, components, assemblies, fittings structures, fixtures, machinery, equipment, apparatus, appliances, accessories, plant, implements, tools, ironmongery, hardware, jigs and dies, other engineering, electrical, electronic, hydraulic and similar products and all other goods of every description and for any purpose whatever; mechanical, automobile, motor, electrical, electronic, hydraulic, automation and other specialist engineers in all their branches, service and repairing engineers, heating, ventilation and cooling engineers, general contractors and all like businesses.

- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

REICHMANN & WING LIMITED

Russell House,  
40 Silver Street,  
London N1L 2X7



- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire 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 purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company 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 amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) 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.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) 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 seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) 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, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other 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. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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 (in words) taken by each Subscriber
William John Reichmann, Russell House, 40, Silver Street, London, N.18.  Company Director	One
Sheila Elizabeth Wing, Russell House, 40, Silver Street, London, N.18.  Company Director	One

DATED this 1st day of April, 1973

WITNESS to the above Signatures:

Donald Edward Gelsthorpe Wing,  
Russell House,  
40, Silver Street,  
London, N.18.

Secretary

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TANFINE LIMITED

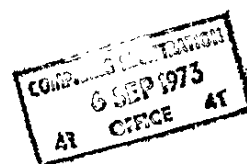
AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 43 Cannon Street, Birmingham, 2, on the 3rd September, 1973 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the name of the Company be changed to C. & P. PRODUCTS LIMITED.



Director





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1120648

I hereby certify that

**TANFINE LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**C. & P. PRODUCTS LIMITED**

Given under my hand at London the 24th September 1973

  
(M. TAYLOR)  
Assistant Registrar of Companies

No.: 1120648

*12*  
*Manufacturers Agric  
Engines*  
The Companies Acts 1948 to 1967.

COMPANY LIMITED BY SHARES.

*Still the same*  
**Memorandum**

AND

**Articles of Association**

OF

C. & P. PRODUCTS LIMITED

Incorporated the 29th day of June, 1973.

DUGGAN, ELTON & JAMES,  
in association with  
ANSELL & SHERWIN,  
Solicitors,  
BIRMINGHAM,  
B2 5EQ.

*6/12/73*

---

COMPANY LIMITED BY SHARES

---

**Memorandum of Association**

- of -

C. & P. PRODUCTS LIMITED

1. The name of the Company is:-  
C. & P. PRODUCTS 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 all or any of the following businesses: Manufacturers, agents, factors, distributors, merchants, processors, engineers, workers, designers, developers, casters, founders, forgers, smelters, anodisers, annealers, galvanisers, braziers, platers, polishers, conditioners, solderers, smiths, converters, welders, rollers, benders, hardeners, beaters, pressers, machinists, grinders, turners, proofers, drawers, extruders, formers, fashioners, shapers, moulders, japanners, enamellers, cutters, shearers, borers, drillers, stampers, millwrights, fabricators, pattern, tool and instrument makers, wholesale and retail dealers, and specialists in all other processes, patented or otherwise, of or in connection with the preparation or fabrication or other treatment of metals, plastics, woods and other materials of every kind whatsoever whether in ores, alloys, refinings, plates, sheets, tubes, tubing, pipes, piping, wires, threads, bars, rods, ingots, extrusions, sections, components, assemblies, fittings, structures, fixtures, machinery, equipment, apparatus, appliances, accessories, plant, implements, tools, ironmongery, hardware, jigs and dies, other engineering, electrical, electronic, hydraulic and similar products and all other goods of every description and for any purpose whatever; mechanical, automobile, motor, electrical, electronic, hydraulic, automation and other specialist engineers in all their branches, service and repairing engineers, heating, ventilation and cooling engineers, general contractors and all like businesses.
  - (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, ~~purchase or~~ otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire 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 purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company 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 amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) 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.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) 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 seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) 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, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other 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. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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 (in words) taken by each Subscriber
<p>William John Reichmann, Russell House, 40, Silver Street, London, N.18.</p> <p>Company Director</p>	<p>One</p>
<p>Sheila Elizabeth Wing, Russell House, 40, Silver Street, London, N.18.</p> <p>Company Director</p>	<p>One</p>

DATED this 1st day of April, 1973.

WITNESS to the above Signatures:

Donald Edward Gelsthorpe Wing,  
Russell House,  
40, Silver Street,  
London, N.18.

Secretary

STILL  
PRIVATE

THE COMPANIES ACTS 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

Articles of Association

- of -

C. & P. PRODUCTS LIMITED

PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.

2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.

3. Clauses 24, 53, 71, 75, 79, 96 and 97 in Part I of Table A shall not apply to the Company.

SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.

5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

#### LIEN

6. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFERS OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Clause 3 of Part II of Table A shall not apply to such transfers save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of a Share on which the Company has a lien.

8. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 7 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value of transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 7) of which they disapprove.

9. The proviso at the end of Clause 32 of Part I of Table A shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

10. Clause 58 in Part I of Table A shall be modified by the omission of the word 'three' and the substitution of the word 'two' in paragraph (b).

## BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

## DIRECTORS

12. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part I of Table A.

13. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.

14. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.

15. Without prejudice to section 184 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid 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.

16. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five.

#### FIRST DIRECTORS AND SECRETARY

18. The first Secretary shall be Donald Edward Gelsthorpe Wing. The first Directors shall be appointed by the Subscribers to the Memorandum.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

William John Reichmann,  
Russell House,  
40, Silver Street,  
London, N.18.

Company Director

Sheila Elizabeth Wing,  
Russell House,  
40, Silver Street,  
London, N.18.

Company Director

---

DATED this 1st day of April, 1973.

WITNESS to the above Signatures:

Donald Edward Gelsthorpe Wing,  
Russell House,  
40, Silver Street,  
London, N.18.

Secretary

# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]  
[ ] [ ] [ ] [ ]

1120648

Name of company

\*Insert full name of company

\* C & P Products Limited

**Note**  
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3 0 0 6

The current 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

3 0 0 6 1 9 9 0

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 \_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation‡ Director

Date 28<sup>th</sup> March 1990

Presentor's name, address and reference (if any):

For official use  
General Section

Post room

31 MAR 1990  
56

**G**

COMPANIES FORM No. 225(1)

**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

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

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1120546

Name of company

\*Insert full name of company

\* C&amp;P Products Limited

**Note**  
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3 1 1 2

The current 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

3 1 1 2 1 9 9 0

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

, company number

the accounting reference date of which is

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on and it is still in force.

Signed

Designation:

DIRECTOR

Date

17th December 1990

Presentor's name, address and reference (if any).

For official use  
General Section

Post room



† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Company Number 1120648

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

C&R PRODUCTS LIMITED

WE, the undersigned, being the holders of all the issued Ordinary Shares of the above Company, for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby unanimously pass the following resolution as a Special Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED, that the name of the Company be changed to KAB PRESSINGS Limited.

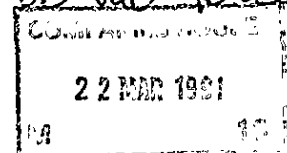
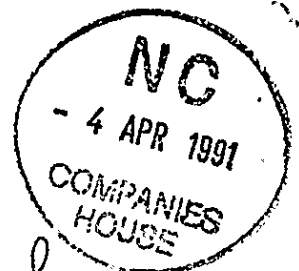
.....  
Signed by H R Lewis  
for and on behalf of Bostrom plc

.....  
C A Howell  
C A Howell

Dated

20th March

1990



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1120648

I hereby certify that

**C. & P. PRODUCTS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**KAB PRESSINGS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 18 APRIL 1991

*V. J. Kendrick*  
MRS V J KENDRICK

an authorised officer

Company Number: 1120648

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION  
OF  
KAB PRESSINGS LIMITED

WE, the undersigned, being the holders of all the issued Ordinary Shares of the above Company, for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby unanimously pass the following resolution as a Special Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED, that the name of the Company be changed to C&P PRODUCTS Limited.

Signed by H.R. Lewis  
for and on behalf of Bostrom plc

23/7/91

C.A. Howell

C.A. Howell

Dated

15 July

1991

BB/100264/P2.  
£100

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1120648

I hereby certify that

**KAB PRESSINGS LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**C&P PRODUCTS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 23 JULY 1991

*M. Rose*  
M. ROSE

an authorised officer



# CLARK WHITEHILL

Chartered Accountants

Foley House 123 Stourport Road Kidderminster Worcestershire DY11 7BW

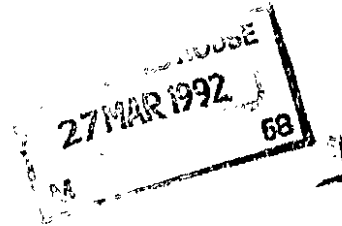
Telephone 0562 60101

JFH/PAE

14 October 1991

C & P Products Limited  
Dudley Road  
HALESOWEN  
West Midlands

1120648



Dear Sirs,

C & P PRODUCTS LIMITED

We hereby resign as auditors of the Company with immediate effect and acknowledge that we have no claim against the company in respect of loss of office or otherwise howsoever.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation that we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

*Clark Whitehill*

CLARK WHITEHILL

Facsimile 0562 820196

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business  
A list of partners' names is available for inspection at the above address. International Association Clark Kenneth Leventhal  
Offices and associated firms in major cities throughout the United Kingdom Europe and the world



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1120648

The Registrar of Companies for England and Wales hereby certifies that  
C& P PRODUCTS LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
KAB PRESSINGS LIMITED

Given at Companies House, Cardiff, the 4th March 1994

  
MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

Company Number 01120648

THE COMPANIES ACT 1989  
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

OF

C & P PRODUCTS LIMITED

WE, the undersigned, being the holders of all the issued Ordinary Shares of the above Company, for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby unanimously pass the following resolution as a Special Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED, that the name of the Company be changed to KAB Pressings Limited.

*C A Howell*

Signed by C A Howell  
for and on behalf of Bostrom plc

*H R Lewis*

H R Lewis



Dated 21st February 1994

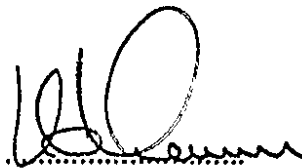
KAB PRESSINGS LIMITED

Company Number: 1120648

SPECIAL RESOLUTION OF THE DIRECTORS  
NOT TO APPOINT AUDITORS IN ACCORDANCE  
WITH SECTION 252 OF THE COMPANIES ACT 1985  
- YEAR ENDING 31st DECEMBER 1994

It is hereby resolved that as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985, in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company and that it has been dormant for the whole of the financial year, the provisions of Section 236 (i) of the Companies Act 1985 shall not apply and accordingly no auditors shall be appointed for the period to the conclusion of the next general meeting.

Dated this 23rd day of November 1994.



H R LEWIS  
Director

ie/corres/25294

