

965741/1

13 OCT 1961

No. of Company

(No registrat
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of Company BARNSHAW SECTION BENDERS

I, Russell John Barnshaw,

of 91 Highwood Close,

..... Kingswinford, Staffs,

Do solemnly and sincerely declare that I am (see note (a) below) A person named in the

..... Articles of Association as a Director!

of

..... BARNSHAW SECTION BENDERS

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

Dudley in the
County of Worcester

the

twenty fourth day of September

one thousand nine hundred and

before me.

W. Makenzie Wright

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:

DAYKEEN & CO.

266, BROAD ST. BIRMINGHAM 1. MJD

Presenter's reference:

Daykeen & Co.

STATEMENT OF THE NOMINAL CAPITAL

OF



BARNSHAW SECTION BENDERS

LIMITED

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

CP 16543

THE NOMINAL CAPITAL of the above named Company is £ 100.0.0.

Signature Russell T. Samuel

Description DIRECTOR

Dated the 24th day of September 1969

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

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presenter's Reference..... MJD

DAYKEEN & CO.

366, Broad St.,

Birmingham 1.

Form No. 25

Daykeen & Co.

COMPANY FORMATION SPECIALISTS

266 BROAD STREET . BIRMINGHAM 1

TEL: 021-643 5908

Memorandum of Association

OF


BARNSHAW SECTION BENDERS
LIMITED

REGISTERED

13 OCT 1969

33721

Mem
Ant

1. The name of the Company is:- BARNSHAW SECTION BENDERS LIMITED.
 2. The Registered Office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - (a) 1. To carry on business as general and mechanical engineers; motor, electrical, constructional, marine, civil, sanitary, installation and constructional engineers; manufacturers, designers, pattern makers, repairers and dealers in all types of engineering, mechanical and other domestic use; machinists, section benders, ringrollers, ironmongers, ironfounders, ironworkers, steelmakers and erectors, blast furnace proprietors, brassfounders, metal makers and dealers, oil and metal polishers, painters, oil merchants, heating and ventilating engineers, builders, decorators, plumbers, electricians and general contractors.
 2. To carry on business as manufacturers, importers, exporters, wholesalers, retailers, hirers, lease rs, repairers and dealers in all types of plant and machinery, metal goods and raw materials, electrical and electronic goods, components, apparatus and appliances of all descriptions, all types of tools, jigs, gauges, general hardware, ironmongery, chemical apparatus and substances, scientific and optical instruments, inventions, gadgets and all types of machinery, appliances, fittings, apparatus utensils and components for industrial, commercial and domestic use or ornament or entertainment.
 3. To operate generally as principals, agents, factors, or brokers for the sale or purchase of goods and supplt, installation and repair of plant and machinery of all descriptions.
- 10
- 

- (b) To carry on any other trade or business of any description in any location which can be advantageously carried on by the Company in support of, in connection with or as ancillary to the objects of the Company or any part thereof. (m)
- (c) To purchase, sell, exchange, lease, hire, rent, invest in, mortgage, charge, let on lease, manage or otherwise acquire and/or deal with any lands or properties, freehold or leasehold, buildings, chattels and effects, easements, rights, privileges, concessions, patents or patent rights, licences, formulae, processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in any connection with the Company's business or any part thereof, and/or to enlarge, modify, alter, adapt, develop, improve or otherwise deal with any one or all of these undertakings under such terms and conditions as may seem directly or indirectly capable of benefitting the Company. (n)
- (d) To erect, construct, alter, maintain or contribute in any way to the provision or use of buildings, whether commercial or domestic, traffic routes of any description, power or service installations of any description, plant and machinery installations, whether permanent or temporary, in any location for the furtherance of the Company's business.
- (e) To purchase or otherwise acquire for any consideration all or any part of the business or assets or interests or liabilities of any person, persons or company whether actively carrying on business or not for inclusion in the general undertaking of the Company or any extension thereto.
- (f) To borrow or raise money for the purpose of, or in connection with, the Company's business in such manner as the Company shall think fit, and if necessary to secure such monies by mortgage or debenture issue, either permanent, redeemable or repayable, on the undertaking of the Company in general to include all or any of the uncalled capital of the Company, or any specific and identifiable asset or assets of the Company.
- (g) To lend money to such persons or companies, with or without security and upon such terms as the Company may approve and to guarantee liabilities and obligations whether financial or contractual of any persons or companies where such an arrangement is calculated to advance the interests of the Company.
- (h) To receive money on deposit or loan and upon such terms as the Company may approve and generally to act as Bankers for any other person or entity.
- (i) To invest and deal with the monies of the Company not immediately required for the principal activities of the Company in such approved securities or projects as may be deemed beneficial to the Company.
- (j) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures, scrip and other negotiable or transferable instruments.
- (k) To amalgamate, co-operate, associate or enter into any partnership or arrangement with any other person, persons or Company in such manner as may be deemed beneficial to the Company and to assist, subsidise or guarantee any financial or contractual obligations attached thereto.
- (l) To promote or aid in the promotion of any company or companies for any purpose which may seem directly or indirectly calculated to advance the interests of this Company.

- (m) To pay for any property, interests or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or by any combination thereof, and generally on such terms as the Company may determine.
- (n) To accept payment for any property, interests or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by agreed deferred payments or otherwise, or fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or debentures or charges of any description or other securities of any company or corporation, or by any combination thereof, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (o) To establish and support and aid in the establishment and support of funds or trusts or any other schemes calculated to benefit directors or former directors, employees or former employees of the Company or the dependants or connections of such persons and to grant pensions, allowances gratuities, and bonuses to any such persons subject to the terms and conditions specific to any such arrangements.
- (p) To subscribe, donate or guarantee funds for charitable or benevolent objects or for any exhibition or for any public general or useful objects.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (s) To do all other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the foregoing subclauses shall be construed independantly of each other and none of the objects therein mentioned 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 £100.0.0. Divided into 100 shares of £1.0.0. each. The Company has power to increase and divide the shares into several classes having such rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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.
<i>Russell J. Barnshaw</i> Russell John Barnshaw, 91 Highwood Close, Kingswinford, Staffs. Engineer	60 (Sixty).
<i>Patricia M. Barnshaw</i> Patricia Mary Barnshaw, 91 Highwood Close, Kingswinford, Staffs. Married Woman.	10 (Ten)

Dated the 24th day of September 1969
WITNESS to the above signatures:- K. Phelps.

K. Phelps,
1, Knight St.,
St. Johns,
Worcester.

Married Woman

1. Knight St.
St. Johns
Worcester

Married Woman

COMPANY LIMITED BY SHARES

Articles of Association

OF

BARNSHAW SECTION BENDERS
LIMITED



PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as 'Table A'), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53 and 75 in Part 1 of Table A shall not apply to the Company, but in lieu thereof and in Articles hereinafter contained shall constitute the regulations of the Company.
2. The Company is a Private Company and Clauses 2,3,4,5, and 6 in Part II of Table A shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN

4. The lien conferred by Clause II in Part I of Table A shall attach to fully paid-up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
6. Clause 54 in Part I of Table A shall be read and construed as if the words 'Meeting shall be dissolved' were substituted for the words 'Members present shall be a quorum'.

DIRECTORS.

7. Unless and until in General Meeting the Company shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If at any time and so long as there is a sole Director, he or she may act alone in exercising all the powers and authorities vested in the Directors.
8. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause shall be in writing under the hand of the Director making the same and in the event of such Director vacating office for any reason the appointee will automatically relinquish the position of alternate Director.
9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

BORROWING POWERS.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

FIRST DIRECTORS.

11. The first Director(s) of the Company shall be :-

RUSSELL JOHN BARNSHAW
PATRICIA MARY BARNSHAW

FIRST SECRETARY.

12. The first Secretary of the Company shall be:-

RUSSELL JOHN BARNSHAW

7

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Russell J. Barnshaw

Russell John Barnshaw,
91 Highwood Close,
Kingswinford,
Staffs.

Engineer

Patricia M. Barnshaw

Patricia Mary Barnshaw,
91 Highwood Close,
Kingswinford,
Staffs,

Married Woman.

.Dated the 24th day of September 19 69.

WITNESS to the above signatures:-

K. Phelps

K. Phelps,
1, Knights St.,
St. Johns,
Worcester.

Married Woman.,

*1. Knight St
St. John's
Worcester
Married Woman.*



CERTIFICATE OF INCORPORATION

No. 963741

I hereby certify that

BARNESIAW SECTION BENDERS 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 13th October, 1969.

A handwritten signature in dark ink, appearing to read 'F. L. Knight'.

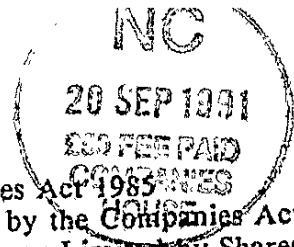
(F. L. KNIGHT)

Assistant Registrar of Companies

Company No: 963741

**Special
Resolution**

210/a



The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

of BARNSHAW SECTION BENDERS LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at *The Registered office*
on *18/9/91*
the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:
BARNSHAW PROPERTIES LIMITED

R. J. Barnum

DIRECTOR

MB/C Information Services Ltd
Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 071-250 3350 Fax 071-608 0827

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 963741

I hereby certify that

BARNSHAW SECTION BENDERS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BARNSHAW PROPERTIES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 26 SEPTEMBER 1991

M. Rose
M. ROSE
an authorised officer

Company No:963741

**Special
Resolution**

The Companies Act 1985
Private Company Limited by Shares

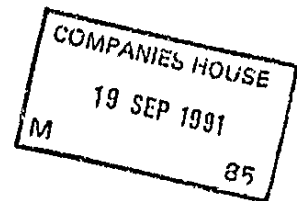
of BARNSHAW SECTION BENDERS LIMITED

At an Extraordinary General Meeting of the above-named Company

duly convened and held at *The Registered Office*

on *18/9/91*

the subjoined SPECIAL RESOLUTION was duly passed, viz:-



Resolution

That the existing Clause 3(A) of the Memorandum of Association of the Company be deleted, and that the attached Clause 3(A) be substituted in its place.

Signed *R. J. Harrison*

MBC Information Services Ltd
International Company Registrations and Searches
124-128 City Road, London EC1V 2NJ
Telephone 071-250 3360 Fax 071-608 0867
LDE Box No. 274

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

1. The Company's name is
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads and squares, constructing sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating, or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds; and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

The Companies Acts 1948 to 1967
Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

BARNSHAW PROPERTIES LIMITED

C No. 963441
We certify that this document
is filed in accordance with
Section 18 of the Companies Act, 1985

Director/Secretary *R.V. Benders*

(As amended by Special Resolution passed 18th September 1991)

1. The name of the Company is * Barnshaw Properties 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 acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads and squares, constructing sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating, or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; and to acquire and take over businesses or undertakings of all kinds; and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

* The name of the Company was changed from Barnshaw Section Benders Limited on 26th September 1991.

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COMPL
LONDON
10 DEC 1991 11 DEC 1991

- (b) To carry on any other trade or business of any description in any location which can be advantageously carried on by the Company in support of, in connection with or as ancillary to the objects of the Company or any part thereof.
- (c) To purchase, sell, exchange, lease, hire, rent, invest in, mortgage, charge, let on lease, manage or otherwise acquire and/or deal with any lands or properties, freehold or leasehold, buildings, chattels and effects, easements, rights, privileges, concessions, patents or patent rights, licences, formulae, processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in any connection with the Company's business or any part thereof, and/or to enlarge, modify, alter, adapt, develop, improve or otherwise deal with any one or all of these undertakings under such terms and conditions as may seem directly or indirectly capable of benefitting the Company.
- (d) To erect, construct, alter, maintain or contribute in any way to the provision or use of buildings, whether commercial or domestic, traffic routes of any description, power or service installations of any description, plant and machinery installations, whether permanent or temporary, in any location for the furtherance of the Company's business.
- (e) To purchase or otherwise acquire for any consideration all or any part of the business or assets or interests or liabilities of any person, persons or company whether actively carrying on business or not for inclusion in the general undertaking of the Company or any extension thereto.
- (f) To borrow or raise money for the purpose of, or in connection with, the Company's business in such manner as the Company shall think fit, and if necessary to secure such monies by mortgage or debenture issue, either permanent, redeemable or repayable, on the undertaking of the Company in general to include all or any of the uncalled capital of the Company, or any specific and identifiable asset or assets of the Company.
- (g) To lend money to such persons or companies, with or without security and upon such terms as the Company may approve and to guarantee liabilities and obligations whether financial or contractual of any persons or companies where such an arrangement is calculated to advance the interests of the Company.
- (h) To receive money on deposit or loan and upon such terms as the Company may approve and generally to act as Bankers for any other person or entity.
- (i) To invest and deal with the monies of the Company not immediately required for the principal activities of the Company in such approved securities or projects as may be deemed beneficial to the Company.
- (j) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures, scrip and other negotiable or transferable instruments.
- (k) To amalgamate, co-operate, associate or enter into any partnership or arrangement with any other person, persons or Company in such manner as may be deemed beneficial to the Company and to assist, subsidise or guarantee any financial or contractual obligations attached thereto.

- (l) To promote or aid in the promotion of any company or companies for any purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (m) To pay for any property, interests or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or by any combination thereof, and generally on such terms as the Company may determine.
- (n) To accept payment for any property, interests or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by agreed deferred payments or otherwise, or fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or debentures or charges of any description or other securities of any company or corporation, or by any combination thereof, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (o) To establish and support and aid in the establishment and support of funds or trusts or any other schemes calculated to benefit directors or former directors, employees or former employees of the Company or the dependants or connections of such persons and to grant pensions, allowances, gratuities, and bonuses to any such persons subject to the terms and conditions specific to any such arrangements.
- (p) To subscribe, donate or guarantee funds for charitable or benevolent objects or for any exhibition or for any public general or useful objects.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (s) To do all other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the foregoing subclauses shall be construed independently of each other and none of the objects therein mentioned 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 having such rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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

Russell John Barnshaw
91 Highwood Close,
Kingswinford,
Staffs.

60
(Sixty)

Engineer

Patricia Mary Barnshaw
91 Highwood Close,
Kingswinford,
Staffs.

10
(Ten)

Married Woman

DATED the 24th day of September 1969

WITNESS to the above signatures:-

K. Phelps
1 Knight Street,
St. Johns,
Worcester.

Married Woman

The Companies Acts 1948 to 1967

Company Limited by Shares

ARTICLES OF ASSOCIATION

of

BARNSHAW PROPERTIES LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as 'Table A'), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company, but in lieu thereof and in Articles hereinafter contained shall constitute the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5, and 6 in Part II of Table A shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such person, on such terms, and in such manner as they think fit.

LIEN

4. The lien conferred by Clause II in Part I of Table A shall attach to fully paid-up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 of Part I of Table A shall be read and construed as if the words 'Meeting shall be dissolved' were substituted for the words 'Members present shall be a quorum'.

DIRECTORS

7. Unless and until in General Meeting the Company shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If at any time and so long as there is a sole Director, he or she may act alone in exercising all the powers and authorities vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause shall be in writing under the hand of the Director making the same and in the event of such Director vacating office for any reason the appointee will automatically relinquish the position of alternate Director.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

BORROWING POWERS

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

FIRST DIRECTORS

11. The first Director(s) of the Company shall be:-

RUSSELL JOHN BARNSHAW
PATRICIA MARY BARNSHAW

FIRST SECRETARY

12. The first Secretary of the Company shall be:-

RUSSELL JOHN BARNSHAW

Names, Addresses and Descriptions
of Subscribers

Russell John Barnshaw
91 Highwood Close,
Kingswinford,
Staffs.

Engineer

Patricia Mary Barnshaw
91 Highwood Close,
Kingswinford,
Staffs.

Married Woman

DATED the 24th day of September 1969

WITNESS to the above signatures:-

K. Phelps
1 Knight Street,
St. Johns,
Worcester.

Married Woman

The Companies Act 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

BARNSHAW PROPERTIES LIMITED

Passed 9th December, 1993

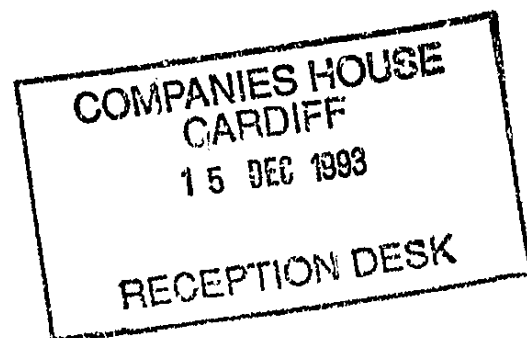
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Tipton Road, Tividale, Warley, West Midlands, B69 3HY.

On the 9th day of December, 1993, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

"In accordance with Section 28 of the Companies Act 1985, the name of the company be changed to:-

"BARNSHAW TRADING LIMITED"



Signature *Russell T. Barnshaw* Director

P. M. Barnshaw Secretary



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 963741

I hereby certify that

BARNSHAW PROPERTIES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BARNSHAW TRADING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21 DECEMBER 1993


MRS. L. PARRY

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 963741

The Registrar of Companies for England and Wales hereby certifies that
BARNSHAW TRADING LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BARNSHAW SECTION BENDERS LIMITED



Given at Companies House, Cardiff, the 17th January 1995



C009637416



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

For the Registrar of Companies

HC00

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
BARNSHAW TRADING LIMITED

Passed 1st January 1995

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, held at Tipton Road, Tividale, Warley, West Midlands B69 3HY

on the 1st day of January, 1995, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

"In accordance with Section 28 of the Companies Act 1985, the name of the company to be changed to:-

"BARNSHAW SECTION BENDERS LIMITED"

Signature *P. M. Barnshaw* Director
..... *Russell J. Barnshaw* Secretary

