

1003825 1/5

Forms Nos. 4 and 41

Company Number.....

The Companies Act, 1948

ROTORSAN

Limited.

I, Francis Albert Dean

of 38/40, Featherstone Street, London, E.C.1.

do solemnly and sincerely declare that I am a

(a) ~~person named in the Articles of Association as a Director/Secretary~~
 (b) ~~person named in the Articles of Association as a Director/Secretary~~
 (c) ~~person named in the Articles of Association as a Director/Secretary~~
 (d) ~~person named in the Articles of Association as a Director/Secretary~~
 (e) ~~person named in the Articles of Association as a Director/Secretary~~
 (f) ~~person named in the Articles of Association as a Director/Secretary~~
 (g) ~~person named in the Articles of Association as a Director/Secretary~~
 (h) ~~person named in the Articles of Association as a Director/Secretary~~
 (i) ~~person named in the Articles of Association as a Director/Secretary~~
 (j) ~~person named in the Articles of Association as a Director/Secretary~~
 (k) ~~person named in the Articles of Association as a Director/Secretary~~
 (l) ~~person named in the Articles of Association as a Director/Secretary~~
 (m) ~~person named in the Articles of Association as a Director/Secretary~~
 (n) ~~person named in the Articles of Association as a Director/Secretary~~
 (o) ~~person named in the Articles of Association as a Director/Secretary~~
 (p) ~~person named in the Articles of Association as a Director/Secretary~~
 (q) ~~person named in the Articles of Association as a Director/Secretary~~
 (r) ~~person named in the Articles of Association as a Director/Secretary~~
 (s) ~~person named in the Articles of Association as a Director/Secretary~~
 (t) ~~person named in the Articles of Association as a Director/Secretary~~
 (u) ~~person named in the Articles of Association as a Director/Secretary~~
 (v) ~~person named in the Articles of Association as a Director/Secretary~~
 (w) ~~person named in the Articles of Association as a Director/Secretary~~
 (x) ~~person named in the Articles of Association as a Director/Secretary~~
 (y) ~~person named in the Articles of Association as a Director/Secretary~~
 (z) ~~person named in the Articles of Association as a Director/Secretary~~

of ROTORSAN
 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"

(signed) *Dean*

DECLARED at 38/40, Featherstone Street, London, E.C.1.
 the 17th day of February 1971, before me,

one of the Public
 Officers of the
 Police

A Commissioner for Oaths.

[Signature]

**Notice OF THE SITUATION OF THE REGISTERED OFFICE of the
 said Company**

To The Registrar of Companies

The said Company hereby gives you notice, in accordance with Section 107 of the
 Companies Act 1948, that the Registered Office of the said Company is situate at

For Filing
 At the

38-40 FEATHERSTONE STREET
 LONDON EC1

Director/Secretary
 or Secretary

(signed) *Dean*
 Dated the 17th day of February 1971.

PRESENTED for filing by:

Reference:

BRITISH COMP. Y REGISTRATION AGENTS LTD

38-40 FEATHERSTONE STREET

LONDON EC1



Company Number

1003825/2

FORM No. 25



THE COMPANIES ACTS 1948 to 1967

Statement of the Nominal Capital

NAME OF
COMPANY

ROTORSAN

Limited

PRESENTED BY

BRITISH COMPANY REGISTRATION AGENTS LTD.
38-40 FEATHERSTONE STREET
LONDON EC1

Presenter's Reference



LEWIS, COATES

& LUCAS LTD

Law and Company Agents
Law Stationers and Printers

38-40 FEATHERSTONE STREET, LONDON E.C.1

and at

AMBERLEY HOUSE, 12 NORFOLK STREET, LONDON W.C.2.

Telephone: 01-253 2977/8/9 and 01-836 1176/7

Telex 262687 (Lewcoates Ldn)



STATEMENT
OF THE
NOMINAL CAPITAL

ROTORSAN Limited

THE NOMINAL CAPITAL of the above named Company
is £ 100

divided into 100 shares
of One Pound each

Signed

Secretary

State whether Director or Secretary

Dated

the

17th

day of

February

1971

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

THIS MARGIN IS RESERVED FOR BINDING

FEB 24 1971

• KW 020.00

COMPANY LIMITED BY SHARES

1003825 3

Memorandum of Association

OF

ROTORSAN LIMITED.

1. The name of the Company is " ROTORSAN 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 interior decorators and as painters and decorators and decoration experts in all their respective branches; and as artists and designers.

(2) To carry on business as manufacturers of, and dealers in, paint, lacquer, varnish, enamel, polish, cellulose, shellac, size, pigments, composition, oil, colour, wax, putty, glass, white-wash, white lead, distemper, paper, china, earthen-ware, brushes, iron, tin, hollow-ware, furniture, upholstery, and similar goods.

(3) To carry on business as builders, plumbers, glaziers, french polishers, mechanical and electrical engineers, metal workers, woodworkers, manufacturing chemists and druggists, builders' and decorators' merchants, and contractors generally.

BRITISH COMPANY REGISTRATION AGENTS LTD.
38-40 FEATHERSTONE STREET
LONDON E.C.1



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.





- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.


4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

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.
 LEONARD H. LEWIS 38-40, Featherstone Street, London, E.C.1. Company Director.	 ONE
 FRANCIS A. DEAN, 38-40, Featherstone Street, London, E.C.1. Company Director.	 ONE

DATED the *14th* day of *January* 1971
 WITNESS to the above Signatures:-


R. J. LEWIS,
12, Norfolk Street,
Strand,
London, W.C.2.
Company Director.

1.
in
Compe
such

2.
with
Act
Act"

1003825/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

ROTORSAN LIMITED.

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.

- (D) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

6. In Clause 22 of Table "A" the words "except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act" shall be omitted.

7. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz:-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 7 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK

9. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS

10. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

11. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

12. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

13. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

14. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS

15. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS

16. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

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

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS.

17. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

18. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY.

19. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

20. In Clause 126 of Table "A" after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

AUDIT.

21. In Clause 130 of Table "A" the words "162 of the Act" shall be deleted and the words "161 of the Act and Sections 13 and 14 of the Companies Act 1967" shall be substituted therefor.

SECRETARY.

22. The first Secretary of the Company shall be FRANCIS ALBERT DEAN.

Names, Addresses and Descriptions of Subscribers.



LEONARD H. LEWIS,
38-40, Featherstone Street,
London, E.C.1.

Company Director.



FRANCIS A. DEAN,
38-40, Featherstone Street,
London, E.C.1.

Company Director.


DATED the

45

day of

January 1971

WITNESS to the above Signatures :-


P.J. LEWIS,
12, Norfolk Street,
Strand,
London, W.C.2.

Company Director.



CERTIFICATE OF INCORPORATION

No. 1003825

I hereby certify that

ROTORSAN 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 3RD MARCH, 1971.


(F. L. KNIGHT)
Assistant Registrar of Companies

Number of
Company 1003825

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

ROTORSAN LIMITED

LIMITED

Passed 17th August, 1971.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 9 Cavendish Square, London W1M. OHP.

on the 17 day of August, 1971, the subjoined SPECIAL RESOLUTIONS were duly passed, viz. :—

RESOLUTION

- (i) With the consent of the Department of Trade and Industry the name of the company be changed to Cornwall Resources (North Sea) Limited
- (ii) That the Memorandum and Articles of Association be amended by the deletion of the existing Memorandum and Articles of Association and the substitution therefor of the Memorandum and Articles annexed hereto.
- (iii) That the share capital of the Company be increased to £1,000 by the creation of 900 Ordinary Shares of £1. each ranking pari passu with the existing shares.

Signature

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

INCREASE

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Cornwall Resources (North Sea) Limited

1. The name of the Company is *Cornwall Resources (North Sea) 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 the business of extracting, pumping, drawing, transporting and purifying and dealing in petroleum and other mineral oils and gases.
 - (2) To further the search for development, production, transport, refining and acquisition of solid, liquid and gaseous hydro-carbons and other minerals and their products and by-products.
 - (3) To search for, inspect, examine and explore, work, take on lease, purchase, or otherwise acquire lands and places which may seem to the Company capable or possibly capable of affording a supply of mineral oil and gas, and to establish, utilise and turn to account pumping stations, pipelines and other works and conveniences suitable for the purpose.

COMPANIES ACTS
17 SEP 1971
43 OFFICE 43

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind; or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable

In such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.

- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other

sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into One thousand Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" (Part I) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

(A) The right to transfer Shares is restricted in manner hereinafter provided.

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

(8)

- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN

4. The Company shall have a lien on every Share whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

6. In Clause 22 of Table "A" the words "except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act" shall be omitted.

7. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz :-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased

Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 7 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK

9. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS

10. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

11. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

12. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

13. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

13. (a) Any corporation which is a member of the Company may by written authority or telex or telegram of any director authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

14. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz:-

75. The number of the Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS

15. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS

16. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

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

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent

of the other Directors and they resolve that he vacate office.

(F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS

17. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS

18. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY

19. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS

20. In Clause 126 of Table "A" after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

AUDIT

21. In Clause 130 of Table "A" the words "162 of the Act" shall be deleted and the words "161 of the Act and Sections 13 and 14 of the Companies Act 1967" shall be substituted therefor.

SEAL

22. The Company may exercise all the powers given by Section 35 of the Companies Act 1948 subject to the regulations of the Company for the time being and the Company may have an official seal for use abroad.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1003825

I hereby certify that

ROTHERSAN LIMITED

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

CORNWALL RESOURCES (NORTH SEA) LIMITED

Given under my hand at London the **8th September 1971**


(F. L. KNIGHT)

Assistant Registrar of Companies

Number of
Company

1003825

13

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

CORNWALL RESOURCES (NORTH SEA)

LIMITED

Passed 1st June, 1973

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 19A Cavendish Square, LONDON, W.1.

on the first day of June, 1973 the subjoined SPECIAL RESOLUTION duly passed, viz. :—

RESOLUTION

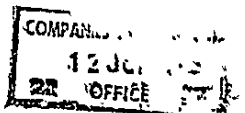
That with the consent of the Department Of Trade and Industry the name of the Company be changed to Rand Resources (North Sea) Limited.

Signature

[Handwritten Signature]
Director

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1003825 / 14

I hereby certify that

CORNWALL RESOURCES (NORTH SEA) LIMITED

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

RAND RESOURCES (NORTH SEA) LIMITED

Given under my hand at London the 21st August 1973

N Taylor

(N. TAYLOR)

Assistant Registrar of Companies

No. 1003825

*1 100 checked
2 1100-15*

16 THE COMPANIES ACTS 1943 to 1967.

COMPANY LIMITED BY SHARES

53 05

Memorandum

AND

Articles of Association

OF

RAND RESOURCES (NORTH SEA) LIMITED ✓

Incorporated the 3rd day of March 1971

Reprinted as in force June 1974

Heald and Nickinson,
Solicitors,
48 Bedford Square,
London, WC1B 3DS



THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

RAND RESOURCES (NORTH SEA) LIMITED

(As altered by Special Resolution passed on the 17th day of August 1971)

- X
1. The name of the Company is "Rand Resources (North Sea) 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 the business of extracting, pumping, drawing, transporting and purifying and dealing in petroleum and other mineral oils and gases.
 - (2) To further the search for development, production, transport, refining and acquisition of solid, liquid and gaseous hydrocarbons and other minerals and their products and by-products.
 - (3) To search for, inspect, examine and explore, work, take on lease, purchase, or otherwise acquire lands and places which may seem to the Company capable or possibly capable of affording a supply of mineral oil and gas, and to establish, utilise and turn to account pumping stations, pipelines and other works and conveniences suitable for the purpose.

- X
- By Special Resolution passed on the 17th day of August, 1971 the name of the Company was changed from "ROTORSAN LIMITED" and again changed by Special Resolution passed on the 1st day of June 1973, from CORNWALL RESOURCES (NORTH SEA) LIMITED.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company. (j)
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business. (k)
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company. (l)
- (f) To construct, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company. (m)
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable. (n)
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company. (o)
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to

such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.

- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures, or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other

sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

X

5. The Share Capital of the Company is £100 divided into One Hundred Shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948. ✓

X By Resolution of the Company passed on the 17th day of August, 1971 the capital of the Company was increased to £1,000 divided into 1,000 Ordinary Shares of £1 each. ✓

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

RAND RESOURCES (NORTH SEA) LIMITED

(Adopted by Special Resolution passed on the 17th day of
August, 1971)

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" (Part I) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act" and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under clause 7 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK

9. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS

10. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

11. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

12. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

13. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

13 (A) Any corporation which is a member of the Company may by written authority or telex or telegram of any director authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

14. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of the Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS

15. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS

16. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

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

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.

- (F) Resigns his office by notice in writing to the Company.

ROTTATION OF DIRECTORS

17. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS

18. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY

19. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS

20. In Clause 126 of Table "A" after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

AUDIT

21. In Clause 130 of Table "A" the words "162 of the Act" shall be deleted and the words "161 of the Act and Sections 13 and 14 of the Companies Act 1967" shall be substituted therefor.

SEAL

22. The Company may exercise all the powers given by Section 35 of the Companies Act 1948 subject to the regulations of the Company for the time being and the Company may have an official seal for use abroad.

Number of } 1003825
Company } 27

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

RAND RESOURCES (NORTH SEA) LIMITED

LIMITED

Passed September 21, 1976.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Third Floor, Bentall Building, 444 Seventh Avenue, SW, Calgary, Alberta, Canada on the 21st day of September, 1976, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

That the name of the company be changed from Rand Resources (North Sea) Limited to Stonehenge Resources (North Sea) Limited.

Signature

CHAIRMAN

To be signed by the Chairman, a Director, or the Secretary of the Company.



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Glyn
£40.
945775.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See sections 143 (1) and (4) printed overleaf.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1003825

29

Hereby certify that

RAND RESOURCES (NORTH SEA) LIMITED

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

STONEHENGE RESOURCES (NORTH SEA) LIMITED

Given under my hand at Cardiff the **21ST OCTOBER 1976**

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies



THE COMPANIES ACTS 1948 TO 1976

A

Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3(2) of the Companies Act 1976

32

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

610

1003825

Name of company

*delete if
inappropriate

STONEHENGE RESOURCES (NORTH SEA)

Limited*

NotePlease read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 0 0 9

†delete as
appropriate

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and [is to be treated as having come to an end] ~~[with come to an end]~~† on

Day Month Year

3 0 0 9 1 9 8 5

†delete as
appropriate

The company is a [subsidiary] ~~[holding company]~~† of
TRAFALGAR HOUSE PUBLIC LIMITED COMPANY

, company number 867281

the accounting reference date of which is 30 SEPTEMBER

§delete as
appropriate

Signed

[Director] [Secretary] § Date 8/10/85

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

For official use
General section

Post room



No 1003825/63

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
(pursuant to S.380 The Companies Act 1985)
OF

STONEHENGE RESOURCES (NORTH SEA) LIMITED

passed on 8th May 1986

At the Annual General meeting of Stonehenge Resources (North Sea) Limited held on 8th May 1986 at 30-35 Pall Mall London SW1, a quorum being present throughout, the following resolutions were passed as SPECIAL resolutions:

Resolution 1

"That the name of the Company be changed to Trafalgar House North Sea Limited"

Resolution 2

"That the regulations contained in the printed document submitted to this meeting and for the purpose of identification subscribed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof."

J R Williamson
J R Williamson - Chairman of the meeting



Bat
#40
802256

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1003825

64

I hereby certify that

STONEHENGE RESOURCES (NORTH SEA) LIMITED

having by special resolution changed its name, is now
incorporated under the name of
TRAFALGAR HOUSE NORTH SEA LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST JUNE 1986

Mrs. M. Moss
MRS. M. MOSS

an authorised officer

No. 1003825

B. 9/10
65
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

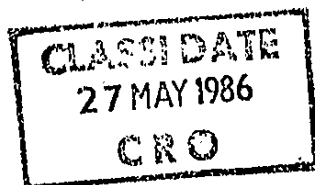
ARTICLES OF ASSOCIATION

(as adopted by Special Resolution passed on
8th May 1986)

OF

TRAFALGAR HOUSE NORTH SEA LIMITED

(formerly Stonehenge Resources (North Sea) Limited)



Incorporated the 3rd day of March 1971

Certified True copy

J. R. Williamson

J. R. Williamson Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

TRAFALGAR HOUSE NORTH SEA LIMITED

(formerly Stonehenge Resources (North Sea) Limited)

1. The name of the Company is TRAFALGAR HOUSE NORTH SEA 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 the business of extracting, pumping, drawing, transporting and purifying and dealing in petroleum and other mineral oils and gases.
 - (2) To further the search for development, production, transport, refining and acquisition of solid, liquid and gaseous hydrocarbons and other minerals and their products and by-products.
 - (3) To search for, inspect, examine and explore, work, take on lease, purchase, or otherwise acquire lands and places which may seem to the Company capable or possibly capable of affording a supply of mineral oil and gas, and to establish, utilise and turn to account pumping stations, pipelines and other works and conveniences suitable for the purpose.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to

such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.

- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures, or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other

sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

X 5. The Share Capital of the Company is £100 divided into One Hundred Shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

X By Resolution of the Company passed on the 17th day of August, 1971 the capital of the Company was increased to £1,000 divided into 1,000 Ordinary Shares of £1 each.

Note 2 The Company was incorporated on 3rd March 1971 under the name of Rotorsan Limited.

On 8th September 1971 the name of the Company was changed to Cornwall Resources (North Sea) Limited.

On 21st August 1973 the name of the Company was changed to Rand Resources (North Sea) Limited.

On 21st October 1976 the name of the Company was changed to Stonehenge Resources (North Sea) Limited.

A Special Resolution was passed on the 8th May 1986 to change the name of the Company to Trafalgar House North Sea Limited.

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.
<p>LEONARD H. LEWIS 38-40, Featherstone Street, London, E.C.1.</p> <p>Company Director.</p>	<p>ONE</p>
<p>FRANCIS A. DEAN, 38-40, Featherstone Street, London, E.C.1.</p> <p>Company Director.</p>	<p>ONE</p>

DATED the 4th day of January 1971

WITNESS to the above Signatures :-

P.J. LEWIS,
12, Norfolk Street,
Strand,
London, W.C.2.
Company Director.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

***ARTICLES OF ASSOCIATION**

- of -

TRAFALGAR HOUSE NORTH SEA LIMITED

(formerly Stonehenge Resources (North Sea) Limited)

PRELIMINARY

- 1 (A) In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985).

"Subsidiary" has the meaning as defined in Section 736 of the Act save that in sub-clause 1(a)(ii) of that Section there shall be substituted for the words "more than half in" the words "the whole of the".

"Holding Company" has the meaning as defined in the said Section 736 of the Act.

"Group Company" means any company which in relation to the Company is a Subsidiary, its Holding Company or a Subsidiary of its Holding Company. "

- (B) The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.
- (C) Regulations 24, 62, 64, to 69 (inclusive), 81, 84, 93, to 97 (inclusive), 115 and 118 of Table A shall not apply to the Company.

- (C) Regulations 24, 62, 64, to 69 (inclusive), 81, 84, 93, to 97 (inclusive), 115 and 118 of Table A shall not apply to the Company.

- 2 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures being offered for sale to the public.

* As adopted by Special Resolution passed on 8th May 1986.

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- 3 In Regulation 3 of Table A the words "as may be provided by the articles" shall be deleted and the words "as the company before the issue of the shares may by special resolution determine" shall be substituted therefor.

SHARES

- 4 (A) Subject as otherwise provided in the Act or in these Articles the Shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons and in such manner as they think fit.
- (B) The provisions of Section 89(1) of the Act shall not apply to the Company.

TRANSFER OF SHARES

- 5 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

- 6 The Company shall be entitled to destroy:-

- (i) any instrument of transfer which has been registered, at any time after the expiration of six years from the date of registration thereof;
- (ii) any dividend mandate or any variation or cancellation thereof or any notification of change of address, at any time after the expiration of two years from the date of recording thereof;
- (iii) any share certificate which has been cancelled, at any time after the expiration of one year from the date of such cancellation; and
- (iv) any other document on the basis of which any entry in the Register is made, at any time after the expiration of six years from the date an entry in the Register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:-

- (A) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;
- (B) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled; and

- (C) references in this Article to the destruction of any document include references to its disposal in any manner.

NOTICE OF MEETINGS

- 7 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act 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 auditors for the time being of the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 8 In accordance with Regulation 40 of Table A no business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 9 With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-
- (i) in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;
 - (ii) In the case of a corporation which holds a share, the signature of any Director or the Secretary thereof shall be sufficient for the purposes of Regulation 53.

VOTES OF MEMBERS

- 10 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- 11 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 12 Any one of the Directors or the Secretary for the time being of any

corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

DIRECTORS

- 13 The number of Directors shall not be less than two.
- 14 A Director shall not be required to hold any qualification shares in the Company.
- 15 Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company. Accordingly the last sentence of Regulation 88 and of Regulation 89 of Table A shall be deleted.
- 16 A Director of the Company may be or become a Director or other officer or otherwise interested in the Holding Company of the Company or any other Company promoted by the Holding Company or in which the Holding Company may be interested and Regulation 85 of Table A shall be extended accordingly.

BORROWING POWERS

- 17 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, 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 subject to the provisions of Section 80 of the Act.

POWERS AND DUTIES OF DIRECTORS

- 18 Save as by the next following Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to any of

the following matters, namely:-

- (A) any arrangement for giving to him any guarantee, security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company or any of its subsidiaries; or
- (B) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company, or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (C) any contract by him to subscribe for or underwrite shares or debentures of the Company or any of its subsidiaries; or
- (D) any contract or arrangement with any other company in which he is interested only as a shareholder in or beneficially interested in shares or securities of that company and such shares or securities have a listing on The Stock Exchange or any other recognised stock exchange; or
- (E) any such scheme or fund as is referred to in Article 26 hereof which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates; or
- (F) any contract or arrangement with a Group Company.

The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, by ordinary resolution of the Company, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.

- 19 A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 20 Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by ordinary resolution or the powers of the Directors to appoint any person to be a Director pursuant to Regulation 79 of Table A, the holder or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or

Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors or its Secretary and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument.

21 The office of a Director shall be vacated;-

- (A) if by notice in writing to the Company he resigns the office of Director;
- (B) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
- (C) if he ceases to be a Director by virtue of any provision of the Act or if he is prohibited from being a Director by an order made under any provision of the Act or by any other law;
- (D) If he becomes of unsound mind;
- (E) if he is removed from his office under Article 20 hereof;

22 Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

MANAGING DIRECTOR

23 The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any Managing Director shall be automatically determined if he ceases from any cause to be a Director.

ROTATION OF DIRECTORS

24 The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 of Table A shall not apply to the company; in Regulation 78 of Table A the words "and may also determine the

rotation in which any additional directors are to retire" shall be deleted; and in Regulation 79 of Table A the second and the third sentences thereof shall be deleted.

PROCEEDINGS OF DIRECTORS

- 25 A resolution in writing signed by all the Directors or by all the Directors for the time being entitled to receive notice of a meeting of the Directors or committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.
- 26 The Directors may establish and maintain or join with any Group Company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pension allowances, gratuities, emoluments and bonuses to Directors, ex-Directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the Company or any Group Company and the wives, widows, families, dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any Group Company, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the Statutes in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the Company, and to the proposal being approved by the Company, any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.
- 27 The Directors may from time to time appoint any person or persons to be a Technical Director or Directors of the Company and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such Technical Director, provided always that any such Technical Director shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the Directors at which he may be present and, except with and to the extent of the sanction of the Directors, shall not;-
- (A) have any right of access to the books of the Company; or
 - (B) be entitled to receive notice of or to attend meetings of the Directors; or
 - (C) be entitled to participate in any respect in the exercise of the collective powers or duties of the Directors, or to exercise any of the individual powers or duties of a Director under these Articles (including this Article) provided that no act shall be done by the Directors which would impose any personal liability on any such

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Technical Director, whether under the Act or otherwise, except with his knowledge.

- 28 Any Director or member of a committee of the Board may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

SECRETARY AND ASSISTANT SECRETARY

- 29 To Regulation 99 of Table A, there shall be added the words "An Assistant Secretary may also be appointed by the Directors (subject also to the provisions of the Act) to act with the full powers of the Secretary if the office of Secretary is vacant or if for any other reason the Secretary is absent or otherwise incapable of acting. Such appointment shall be for such term and upon such conditions as the Directors may think fit and any Assistant Secretary so appointed may be removed by the Directors".

NOTICES

- 30 Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted.

INDEMNITY

- 31 Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
(Pursuant to S.380 The Companies Act 1985)
OF

TRAFALGAR HOUSE NORTH SEA LIMITED

passed on 11th April 1988

At the Annual General Meeting of Trafalgar House North Sea Limited held on 11th April 1988 at 20 Eastbourne Terrace, London W2 6LE, a quorum being present throughout, the following resolutions were passed as SPECIAL resolutions:

Resolution 1

- " That the existing clause 2 of the Company's Articles of Association be deleted and replaced by the following clause:

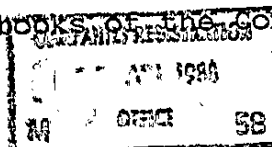
The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public. "

Resolution 2

- " That the existing Clause 27 of the Company's Articles of Association be deleted and replaced by the following Clause:

27. The Directors may from time to time appoint any person or persons to be an Associate Director or Directors of the Company and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such Associate Director, provided always that any such Associate Director shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the Directors at which he may be present and, except with and to the extent of the sanction of the Directors, shall not;-

- (A) have any right of access to the books of the Company;
or



- (B) be entitled to receive notice of or to attend meetings of the Directors; or
- (C) be entitled to participate in any respect in the exercise of the collective powers or duties of the Directors, or to exercise any of the individual powers or duties of a Director under these Articles (including this Article) provided that no act shall be done by the Directors which would impose any personal liability on any such Associate Director, whether under the Act or otherwise, except with his knowledge.



CHAIRMAN OF THE MEETING
J.R. WILLIAMSON

Company Number 1003825

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

TRAFALGAR HOUSE NORTH SEA LIMITED

(Adopted by Special Resolution passed
on the 11 April 1988)

PRELIMINARY

1 (A) In these Articles :-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985).

"Subsidiary" has the meaning as defined in Section 736 of the Act save that in sub-clause 1(a)(ii) of that Section there shall be substituted for the words "more than half in" the words "the whole of the".

"Holding Company" has the meaning as defined in the said Section 736 of the Act.

"Group Company" means any company which in relation to the Company is a Subsidiary, its Holding Company or a Subsidiary of its Holding Company.

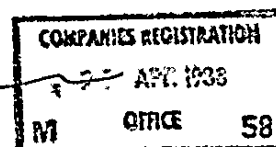
(B) The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

(C) Regulations 24, 62, 64, to 69 (inclusive), 81, 84, 93, to 97 (inclusive), 115 and 118 of Table A shall not apply to the Company.

- 2 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Certified True Copy

Director 14th April 1988
J.R. WILLIAMSON



- 3 In Regulation 3 of Table A the words "as may be provided by the articles" shall be deleted and the words "as the company before the issue of the shares may by special resolution determine" shall be substituted therefor.

SHARES

- 4 (A) Subject as otherwise provided in the Act or in these Articles the Shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons and in such manner as they think fit.
- (B) The provisions of Section 89(1) of the Act shall not apply to the Company.

TRANSFER OF SHARES

- 5 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
- 6 The Company shall be entitled to destroy:-
- (i) any instrument of transfer which has been registered, at any time after the expiration of six years from the date of registration thereof;
 - (ii) any dividend mandate or any variation or cancellation thereof or any notification of change of address, at any time after the expiration of two years from the date of recording thereof;
 - (iii) any share certificate which has been cancelled, at any time after the expiration of one year from the date of such cancellation; and
 - (iv) any other document on the basis of which any entry in the Register is made, at any time after the expiration of six years from the date an entry in the Register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:-

- (A) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;
- (B) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled; and

- (C) references in this Article to the destruction of any document include references to its disposal in any manner.

NOTICE OF MEETINGS

- 7 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act 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 auditors for the time being of the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 8 In accordance with Regulation 40 of Table A no business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 9 With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-
- (i) in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;
 - (ii) In the case of a corporation which holds a share, the signature of any Director or the Secretary thereof shall be sufficient for the purposes of Regulation 53.

VOTES OF MEMBERS

- 10 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- 11 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 12 Any one of the Directors or the Secretary for the time being of any

corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

DIRECTORS

- 13 The number of Directors shall not be less than two.
- 14 A Director shall not be required to hold any qualification shares in the Company.
- 15 Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company. Accordingly the last sentence of Regulation 88 and of Regulation 89 of Table A shall be deleted.
- 16 A Director of the Company may be or become a Director or other officer or otherwise interested in the Holding Company of the Company or any other Company promoted by the Holding Company or in which the Holding Company may be interested and Regulation 85 of Table A shall be extended accordingly.

BORROWING POWERS

- 17 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, 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 subject to the provisions of Section 80 of the Act.

POWERS AND DUTIES OF DIRECTORS

- 18 Save as by the next following Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to any of

the following matters, namely:-

- (A) any arrangement for giving to him any guarantee, security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company or any of its subsidiaries; or
- (B) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company, or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (C) any contract by him to subscribe for or underwrite shares or debentures of the Company or any of its subsidiaries; or
- (D) any contract or arrangement with any other company in which he is interested only as a shareholder in or beneficially interested in shares or securities of that company and such shares or securities have a listing on The Stock Exchange or any other recognised stock exchange; or
- (E) any such scheme or fund as is referred to in Article 26 hereof which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates; or
- (F) any contract or arrangement with a Group Company.

The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, by ordinary resolution of the Company, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.

- 19 A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 20 Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by ordinary resolution or the powers of the Directors to appoint any person to be a Director pursuant to Regulation 79 of Table A, the holder or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or

Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors or its Secretary and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument.

- 21 The office of a Director shall be vacated;-
- (A) if by notice in writing to the Company he resigns the office of Director;
 - (B) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
 - (C) if he ceases to be a Director by virtue of any provision of the Act or if he is prohibited from being a Director by an order made under any provision of the Act or by any other law;
 - (D) If he becomes of unsound mind;
 - (E) if he is removed from his office under Article 20 hereof;
- 22 Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

MANAGING DIRECTOR

- 23 The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any Managing Director shall be automatically determined if he ceases from any cause to be a Director.

ROTATION OF DIRECTORS

- 24 The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 of Table A shall not apply to the company; in Regulation 78 of Table A the words "and may also determine the

rotation in which any additional directors are to retire" shall be deleted; and in Regulation 79 of Table A the second and the third sentences thereof shall be deleted.

PROCEEDINGS OF DIRECTORS

- 25 A resolution in writing signed by all the Directors or by all the Directors for the time being entitled to receive notice of a meeting of the Directors or committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.
- 26 The Directors may establish and maintain or join with any Group Company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pension allowances, gratuities, emoluments and bonuses to Directors, ex-Directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the Company or any Group Company and the wives, widows, families, dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any Group Company, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the Statutes in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the Company, and to the proposal being approved by the Company, any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.
- 27 The Directors may from time to time appoint any person or persons to be an Associate Director or Directors of the Company and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such Associate Director, provided always that any such Associate Director shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the Directors at which he may be present and, except with and to the extent of the sanction of the Directors, shall not:-
- (A) have any right of access to the books of the Company; or
 - (B) be entitled to receive notice of or to attend meetings of the Directors; or
 - (C) be entitled to participate in any respect in the exercise of the collective powers or duties of the Directors, or to exercise any of the individual powers or duties of a Director under these Articles (including this Article) provided that no act shall be done by the Directors which would impose any personal liability on any such

Associate Director, whether under the Act or otherwise, except with his knowledge.

- 28 Any Director or member of a committee of the Board may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

SECRETARY AND ASSISTANT SECRETARY

- 29 To Regulation 99 of Table A, there shall be added the words "An Assistant Secretary may also be appointed by the Directors (subject also to the provisions of the Act) to act with the full powers of the Secretary if the office of Secretary is vacant or if for any other reason the Secretary is absent or otherwise incapable of acting. Such appointment shall be for such term and upon such conditions as the Directors may think fit and any Assistant Secretary so appointed may be removed by the Directors".

NOTICES

- 30 Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted.

INDEMNITY

- 31 Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
-

No. 1003825

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THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TRAFALGAR HOUSE NORTH SEA LIMITED

(passed on 21st April 1989)

At an Extraordinary General Meeting of the above named Company duly convened and held on 21st April 1989 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to HARDY NORTH SEA LIMITED.

[Signature]
DIRECTOR



NW/E160.141

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1003825

I hereby certify that

TRAFALGAR HOUSE NORTH SEA LIMITED

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

HARDY NORTH SEA LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 MAY 1989

F. A. Joseph

F. A. JOSEPH

an authorised officer

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

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1003825

Name of company

* Trafalgar House North Sea Limited

* insert full name of company

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 as shown below:

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

Day Month

3	1	0	3
---	---	---	---

† delete as appropriate

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	0	3	1	9	8	9
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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(5)(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 _____

Signed *John Butterfield*[Director]~~Secretary~~† Date 26th April 1989

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

The Secretary
Trafalgar House North Sea Ltd
20 Eastbourne Terrace
LONDON
W2 6LE

For official Use
General Section

Post room





COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

--	--	--	--

1003825

Name of company

Hardy North Sea Limited

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30th March 1990 the nominal capital of the company has been
Increased by £ 5,000,000 beyond the registered capital of £ 1,000

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

Fully Paid Ordinary Shares of £1 each ranking pari passu in all respects
with the existing ordinary shares.

Please tick here if
continued overleaf

☐

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

Signed

John Anderson

Designation *SECRETARY* Date *March 31, 1990*

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

For official use

General section

Post room



The Stationery Society plc, 28 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition

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23-04-90
Handwritten: *Handwritten certified a true copy of the original*
Company Number : 1003825

COMPANIES ACT 1985

April 11, 1990

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS OF HARDY NORTH SEA LIMITED

PASSED ON 30TH MARCH 1990

At an Extraordinary General Meeting of Hardy North Sea Limited held at 2 Chalkhill Road, London W6 8DW on 30th March 1990 the following resolutions were passed as ORDINARY Resolutions:-

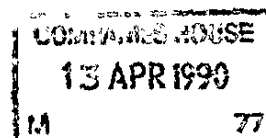
1. Increase in Ordinary Share Capital

"That the authorised Ordinary Share Capital of the Company be increased to £5,001,000 by the creation of 5,000,000 new Ordinary Shares of £1 each, such new Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of Company".

2. Allotment of Shares

"That with effect from the time of the passing of this resolution the directors be and they are unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in the Act) up to a maximum amount of £5,000,000 within a period of eight weeks from the date hereof".

Handwritten signature
.....
S P Butterfield
Company Secretary



Company No. 1003825

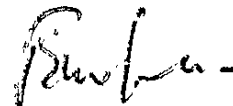
THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
HARDY NORTH SEA LIMITED

(passed on 11th June 1992)

At an Extraordinary General Meeting of the above named Company duly convened and held on 11th June 1992 the following Special Resolution was duly passed:-

THAT a guarantee to be entered into by the Company (the "Guarantee") of the obligations of Hardy Oil & Gas USA Inc. under the terms of the Note Agreement pursuant to which Hardy Oil & Gas USA Inc. proposes to issue certain senior notes be and is hereby approved, that the Company enter into the same and that the same be executed and delivered by any Director of the Company or by any Director of Hardy Oil & Gas plc, in either case incorporating such amendments as the person executing the Guarantee shall think fit, and that such person be authorised to do all such other acts and things as may be required in connection with the execution and delivery of the Guarantee.



.....
Chairman

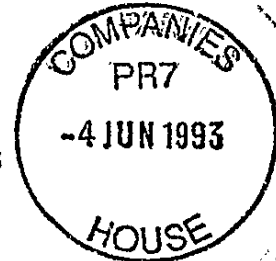
Ref: HOG3114-3.2/SS80
11 June 1992

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Company No. 1003825

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION OF

HARDY NORTH SEA LIMITED

(passed on 20th May, 1993)

At an Extraordinary General Meeting of the above named Company duly convened and held on 20th May 1993 the following Special Resolution was duly passed:-

THAT a guarantee to be entered into by the Company (the "Guarantee") of the obligations of Hardy Oil & Gas USA Inc. under the terms of the Note Agreement pursuant to which Hardy Oil & Gas USA Inc. proposes to issue certain senior notes be and is hereby approved, that the Company enter into the same and that the same be executed and delivered by any Director of the Company or by any Director of Hardy Oil & Gas plc, in either case incorporating such amendments as the person executing the Guarantee shall think fit, and that such person be authorised to do all such other acts and things as may be required in connection with the execution and delivery of the Guarantee.

.....*[Signature]*.....
Chairman

Company No. 1003825

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION OF
HARDY NORTH SEA LIMITED**

(passed on 10th January 1995)

At an Extraordinary General Meeting of the above named Company duly convened and held on 10th January 1995 the following Special Resolution was duly passed:

THAT a guarantee to be entered into by the Company (the "Guarantee") of the obligations of Hardy Oil & Gas USA Inc. under the terms of the Note Agreement pursuant to which Hardy Oil & Gas USA Inc. proposes to issue certain senior notes be and is hereby approved, that the Company enter into the same and that the same be executed and delivered by any Director of the Company or by any Director of Hardy Oil & Gas plc, in either case incorporating such amendments as the person executing the Guarantee shall think fit, and that such person be authorised to do all such other acts and things as may be required in connection with the execution and delivery of the Guarantee.


Secretary

