

THE COMPANIES ACTS 1948 TO 1976

41

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

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

Please do not write in this binding margin



Please complete legibly, preferably in black type or bold black lettering.
*Delete if inappropriate.

For official use

1353047



Name of Company

BAYOAK

Limited*

I, HOWARD THOMAS

of 70/74, CITY ROAD, LONDON, EC1Y 2QD

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

do solemnly and sincerely declare that I am‡ A PERSON NAMED IN THE STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 AS SECRETARY

of BAYOAK

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 11 Breams Buildings

in the City of London EC4

the 25th day of JANUARY

One thousand nine hundred and Seventy Eight.

before me

N.V. Mike Day

A Commissioner for Oaths‡

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

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

For official use

General section

Post room

008491/9

1353047

3

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BAYOAK LIMITED



- 1 FEB 1978

1. The name of the Company is "BAYOAK LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on business as builders and decorators, and as contractors for construction work of every description and the demolition of any structure, to be electrical engineers, plumbers and sanitary engineers, and specialists in air-conditioning and heating and ventilation, to be haulage contractors, to acquire, take or let on hire and otherwise deal with earth-moving equipment, heavy vehicles, containers, cranes, scaffolding, sheds and all other equipment used by builders and deal in paint, bricks, wood, glass and all kinds of materials used by builders and decorators.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

60/020

6/2

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stock or securities of any company of or in which this Company is a member or is otherwise interested.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one

mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concessions or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

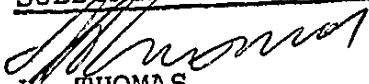
4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons whose names and addresses 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
DESCRIPTION OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber


H. THOMAS,
70/74, City Road,
London, EC1Y 2QD.

ONE

Company Registration Agent.

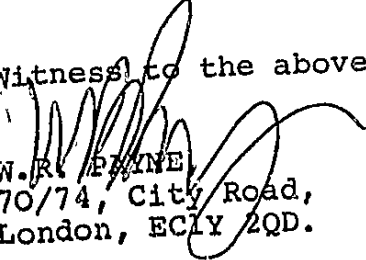

K. ALLDIS,
70/74, City Road,
London, EC1Y 2QD.

ONE

Company Registration Agent.

Dated this 24th day of January 1978

Witness to the above Signatures:-


W.R. PAYNE,
70/74, City Road,
London, EC1Y 2QD.

Company Registration Agent.

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BAYOAK LIMITED ✓

1353047/4

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The first Directors will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

8. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

9. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

10. 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 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.

POWERS AND DUTIES OF DIRECTORS

11. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act, or section 28 of the Companies Act 1976.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

14. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

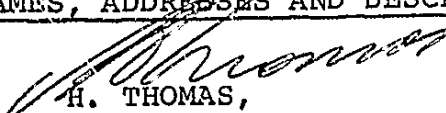
PROCEEDINGS OF DIRECTORS

15. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

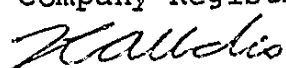
SECRETARY

16. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


H. THOMAS,
70/74, City Road,
London, EC1Y 2QD.

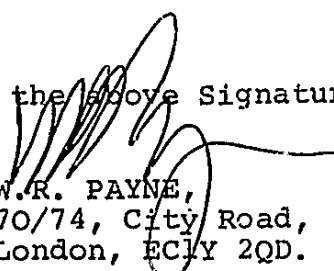
Company Registration Agent.


K. ALLDIS,
70/74, City Road,
London, EC1Y 2QD.

Company Registration Agent.

Dated this 24th day of January 1978

Witness to the above Signatures:-


W.R. PAYNE,
70/74, City Road,
London, EC1Y 2QD.

Company Registration Agent.

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin



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

*delete if
inappropriate

Company number

1353047 S

Name of Company

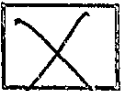
BAYOAK

Limited*

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

70/74, CITY ROAD,
LONDON EC1Y 2QD.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below



	FACE BYTE SERVICES LIMITED	
	COMPANY DIVISION	
	27 CRIMSCOTT STREET	
	LONDON SE1 5TT	

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

--

Presentor's
reference (if any):

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

PLEASE PRINT
NAME IN THE
LANDING MAGN



Important
The particulars
to be given are
those referred to
in section 21(2)(a)
of the Companies
Act 1976 and
section 205(2) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

Name (note 2)	HOWARD THOMAS	Business occupation	REGISTRATION AGENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74, CITY ROAD, LONDON EC1Y 2QD.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 24/1/78	

Name (note 2)	KIM ALLDIS	Business occupation	REGISTRATION AGENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74, CITY ROAD, LONDON EC1Y 2QD.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 24/1/78	

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

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this banding or area



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	HOWARD THOMAS	Business occupation	REGISTRATION AGENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74, CITY ROAD, LONDON EC1Y 2QD.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 24/1/78	

Name (note 2)	KIM ALLDIS	Business occupation	REGISTRATION AGENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74, CITY ROAD, LONDON EC1Y 2QD.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 24/1/78	

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

Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

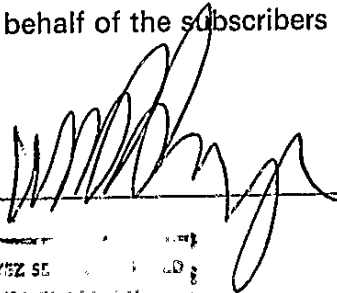
Name (notes 2 & 7)	
HOWARD THOMAS	
Former name(s) (note 3)	
Address (notes 4 & 7)	70/74, CITY ROAD,
	LONDON EC1Y 2QD.
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 24/1/78.

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21(3) of
the Companies
Act 1976

†delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature  [Subscriber] [Agent]† Date 24-1-78

Signature  [Subscriber] [Agent]† Date 24-1-78



CERTIFICATE OF INCORPORATION

No. 1353047

I hereby certify that

BAYOAK LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

14TH FEBRUARY 1978

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

No. 1353047

8.
The Companies Acts 1948 to 1976.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of


BAYOAK LIMITED

Passed 23rd February 1978

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 70/74, City Road, London, EC1Y 2QD on the 23rd February 1978 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

That the Company's Memorandum of Association be altered with respect to its objects by deleting clause 3(A) and substituting the following clause 3(A)

To manufacture, build, design, create, construct and in any way make in brass, copper, glass, steel, aluminium, or any other suitable metal, such fancy goods or other objects as the Company shall think fit; the Company may also undertake any other type or style of manufacturing, selling, distributing or wholesaling as the Directors in their unfettered discretion shall think fit.


H. Thomas
Secretary.

3

1353047/9

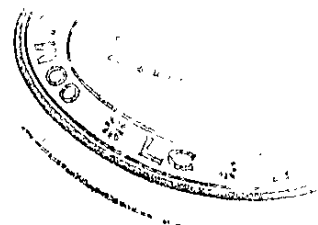
The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BAYOAK LIMITED



1. The name of the Company is "BAYOAK LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To manufacture, build, design, create, construct and in any way make in brass, copper, glass, steel, aluminium, or any other suitable metal, such fancy goods or other objects as the Company shall think fit; the Company may also undertake any other type or style of manufacturing, selling, distributing or wholesaling as the Directors in their unfettered discretion shall think fit.
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's



business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stock or securities of any company of or in which this Company is a member or is otherwise interested.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company,

either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the Company may think fit.

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses 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
--	---

H. THOMAS,
70/74 City Road
London EC1Y 2QD

ONE

Company Registration Agent

K. ALLDIS,
70/74 City Road,
London EC1Y 2QD

ONE

Company Registration Agent

Dated this 24th day of January 1978

Witness to the above Signatures:-

W.R. PAYNE,
70/74 City Road,
London EC1Y 2QD

Company Registration Agent

Number of } 1353047
Company } 14

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

BAYOAK

LIMITED

Passed 15th February , 1980 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Yew Tree Lane, Birmingham .

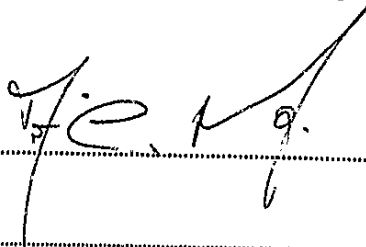
on the 15th day of February , 1980 the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

"That the provisions of the Company's Memorandum of Association with respect to its objects be altered by inserting after sub-clause (5) of Clause 3 of the said Memorandum the following new sub-clause:—

"(T) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person firm or Company whatsoever"

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).





Please do not
write in this
binding margin



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

THE COMPANIES ACTS 1948 TO 1976

Form No. 3

3

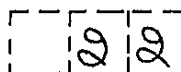
Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

To the Registrar of Companies

For official use

Company number



1353047

Name of company

Bayoak

Limited *

*delete if
inappropriate

NOTE

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 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:

Day Month

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

†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	1	1	9	8	3
---	---	---	---	---	---	---	---

See note 4 (c)
and complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡delete as
appropriate

The company is a [subsidiary][holding company]‡ of _____

_____, company number _____

the accounting reference date of which is _____

§delete as
appropriate

Signed X I. Molloy X [Director][Secretary] § Date 29th October 1982

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

R. A. Lea & Co.,
Chartered Accountants,
56 Newhall Street,
Birmingham,
B3 3RJ.

For official use
General section

Post room



Number of } 1353047
Company } 27

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

Bayoak Limited

Passed 9 May, 1984.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

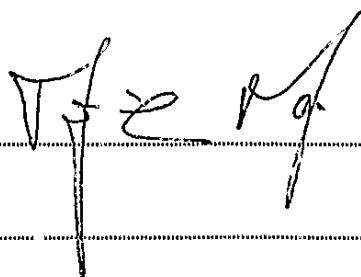
Yew Tree Lane, Yardley, Birmingham.

on the 9th day of May, 1984 the subjoined SPECIAL RESOLUTIONS were duly passed, viz.:—

RESOLUTION

1. "That the Authorised Share Capital be increased from £100 to £50,000."
2. "That a bonus issue of 99 Ordinary £1 Shares be made for each £1 Ordinary Share held as at the date of this meeting, by way of Capitalisation from Revenue Reserves. The bonus Shares to rank pari passu in all respects with the existing Ordinary Shares".

Signature



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



NOTE.—To be filed within 15 days after the passing of the Resolution(s).



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

29

1353047

Name of Company

*delete if
inappropriate

Bayoak Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~extraordinary~~ ~~special~~ resolution of the company dated 9 May 1984+delete as
appropriate

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 49,900 beyond the registered capital of £ 100

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
49,900	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)

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

Please tick here if
continued overleaf
☐

Signed

[Director] [Secretary] Date 29 June 1984

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

RJA Lea and Co
60 Newhall Street
Birmingham B3 3RJ

For official use
General section

Post room



GAM