

612503 /

F/5328

No. of Company.....

Form No. 41

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for registration of a Company



Pursuant to Section 15(2).

Name of Company..... E.G. REEVE & SONS Limited.

I, Bernard Winsley Wright of Cedarwood Cottage,
50, Burnham Green Road, Welwyn, Herts. do solemnly
and sincerely
declare that I am (a) a person named in the Articles of Association as a (b) Director
of E.G. REEVE & SONS Limited.

13

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

Declared at 16, Bank Street
Harpenden

On 26th day of Sept 1958.

Handwritten signature

before me.
T. C. W. Soban
(c) A Commissioner of Oaths.

- (a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged in the formation," or "A person named in the Articles of Association as a Director or Secretary."
- (b) Put "Director" or alternatively put "Secretary." Do not put both "Director and Secretary"
- (c) or Notary Public or Justice of the Peace.

represented by

COMPANY REGISTRATION SPECIALISTS
156, STRAND, LONDON, W.C.2
TEL. 8377-8378

BUSINESS ECONOMY PRODUCTS LTD., Company Registration Agents, 156 STRAND, LONDON, W.C.2

612503/2

Form No. 25

No. of Company

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933



REGISTERED

E.G. REEVE & SONS

7^E OCT 1958

LIMITED.

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891
(Note.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1933).

This Statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

The NOMINAL CAPITAL of E.G. REEVE & SONS

Limited

is £1,000, divided into 1,000 shares of £1 each.

Signature *M. W. P.*

State whether Director or Secretary *Director*

Date 24th September, 1958.

Presented by

COMPANY REGISTRATION SPECIALISTS

TEM. 8377-8378

BUSINESS ECONOMY PRODUCTS LTD., Company Registration Agents, 156 STRAND, LONDON, W.C.2

NOTE.—This margin is reserved for Binding, and must not be written across.



P 612503/3

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

E. G. REEVE & SONS LIMITED

REGISTERED

7 OCT 1958

1. The name of the Company is:- "E. G. REEVE & SONS 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 the business or businesses of general merchants, exporters, importers, manufacturers, manufacturers' agents, factors, brokers, bankers and dealers, both wholesale and retail, in all articles of commercial, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, warehouses, workshops and factories of all kinds, and buyers and sellers thereof, hotels, restaurants, cafes, wine and spirit merchants, licensed victuallers; managers of and in property of all kinds including houses, flats, rooms, whether furnished or unfurnished, and to let the same to tenants on lease or otherwise, with or without service; insurance agents and insurance brokers in all their branches; builders, contractors, painters, decorators, carpenters, joiners, public works contractors, constructional, civil, precision, mechanical, sanitary, hydraulic, heating, electrical, electronic, ventilating, aeronautical and general engineers in all their branches; and in raw materials generally, manufactured goods, materials, butchers, grocery, greengrocers, provisions and general produce, live and dead stock, game and poultry, fish, sweets and confectionery, and all other articles of food, florists, farmers and horticulturists generally; and to carry on the business of storage contractors, wharfingers, travel agents and booking agents in all their branches; aeroplane and ship owners, operators, charterers, shipping and forwarding agents; motor garage proprietors, motor engineers and dealers in all their branches; textile piece goods, and articles manufactured from textile fabrics, plastics and the like in all their branches; furriers, hide and skin merchants and leather and fancy goods manufacturers, importers, exporters and dealers in all their branches; opticians, manufacturers of and wholesale and retail dealers in lenses and scientific and surgical instruments and apparatus of all kinds including cameras, photographic, film and other apparatus, film producers' agents and distributors in all their branches; chemists, cosmetics and the like and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents or otherwise.

(b) To carry on the business of exporters, importers, manufacturers of and wholesale and retail dealers in any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such business whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their branches.

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at

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections or such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

4.

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<p style="text-align: center;"><i>E. G. Reeve</i></p> <p>EDWARD GEORGE REEVE Hillhead, 16, Telegraph Lane East, Norwich. Heating Engineer</p>	<p style="text-align: center;"><i>one</i></p> <p style="text-align: center;">One</p>
<p style="text-align: center;"><i>B. Winsley Wright</i></p> <p>BERNARD WINSLEY WRIGHT Cedarwood Cottage, 50, Burnham Green Road, Welwyn, Herts. Heating Engineer</p>	<p style="text-align: center;"><i>One.</i></p> <p style="text-align: center;">One</p>

DATED the 24th day of September, 19 58

WITNESS to the above signatures:—

A. R. Fryer
White House Easton Norwich.
Heating Engineer.



COMPANY LIMITED BY SHARES

Articles of Association

OF

E.G. REEVE & SONS LIMITED

Law 107

PRELIMINARY



1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

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

SHARES

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

LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

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

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

DIRECTORS

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

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

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

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

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

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

13. The first Director(s) of the Company shall be:—
EDWARD GEORGE REEVE and BERNARD WINSLEY WRIGHT.;

FIRST SECRETARY

14. The first Secretary of the Company shall be:—
WILLIAM ALFRED WILKINS.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

E. G. Reeve.

EDWARD GEORGE REEVE
Hillhead,
16, Telegraph Lane East,
Norwich.
Heating Engineer

B. W. Wright.

BERNARD WINSLEY WRIGHT
Cedarwood Cottage,
50, Burnham Green Road,
Welwyn,
Herts.
Heating Engineer

DATED the 24th day of September, 19 58

WITNESS to the above signatures:—

A. R. Fryer
White House Easton Norwich.
Heating Engineer.

DUPLICATE FOR THE FILE

No. 612503



Certificate of Incorporation

I Hereby Certify That

E.G. REEVE & SONS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Seventh day of October One Thousand Nine Hundred and Fifty eight.

L. R. [Signature]
Registrar of Companies

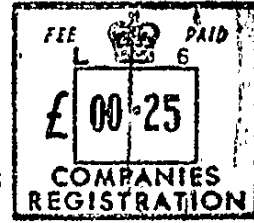
Certificate received by

COMPANY REGISTRATION SPECIALISTS

[Signature] TEM. Date 27-8-58 7-10-58

No. 612503

117



COMPANY LIMITED BY SHARES.

Ordinary Resolution

of

E.G. REEVE & SONS LIMITED

Passed the 11th day of June 1964

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 200, Hornsey Road, London, N.7., on Thursday, the 11th day of June, 1964, the following Resolution was passed as an ORDINARY RESOLUTION :-

THAT the share capital of the Company be increased from £1,000 to £10,000 by the creation of 9,000 new shares of one pound each to rank pari passu in all respects with the existing Ordinary Shares of the Company.

Wm J. S.

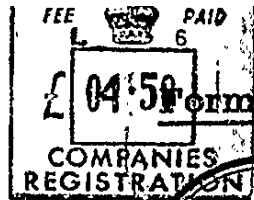
Chairman.



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57
CRP



No of Certificate 612503



Form No. 10.

THE COMPANIES ACT, 1948.



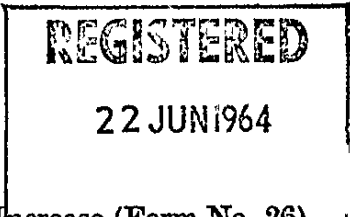
14-10-0

CTP

E. G. REEVE & SONS LIMITED.

Notice of Increase in the Nominal Capital

made pursuant to s. 63 of the Companies Act, 1948.



This Notice must be filed together with the Statement of Increase (Form No. 26) and a printed copy of the Resolution authorising the increase of Capital within 15 days after passing the Resolution.

Presented for registration by

Company Dept.
Shaw & Blake Ltd.
8, Bell Yard, W.C.2.

J
B

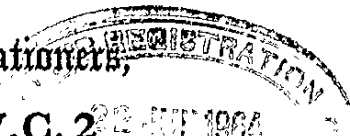
TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C.2



Notice of Increase in the Nominal Capital

OF

E. G. REEVE & SONS *Limited.*

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) *an Ordinary* Resolution of the Company dated the *11th* day of *June* 19*64*, the Nominal Capital of the Company has been increased by the addition thereto of the sum of *£9,000—0—0*, beyond the Registered Capital of *£1,000—0—0*.

The additional Capital is divided as follows:—

Number of Shares	Class of Share (b).	Nominal Amount of each Share.
<i>9,000</i>	<i>Ordinary</i>	<i>£1</i>

(c) The conditions (e.g. voting rights, dividends, winding up, etc.) subject to which the new Shares have been or are to be issued are as follows:—

To rank pari passu in all respects with the existing Ordinary shares of the Company.

Signature *RH Gau*

Description *SECRETARY*

State whether Director or Manager or Secretary of the Company.

Dated the *19th* day

of *June* 19*64*.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
 (b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
 (c) These details must always be set out.
 If such is the case, the following information will suffice:
 "The new Shares shall rank 'pari passu' in every respect with the Shares in the original Share Capital of the Company."

NOTE.—This margin is reserved for binding, and must not be written across.

No. of Certificate 612503 / 19

Form No. 26.



45
(C)

E. G. REEVE & SONS LIMITED.

Statement of Increase of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, s. 5 of the Revenue Act, 1903, and the Finance Act, 1933. (Note.—The Stamp Duty to be impressed above is Ten Shillings for every £100 or fraction of £100 of the Increase).

REGISTERED
22 JUN 1964

This Statement must be filed together with the Notice of Increase (Form No. 10) and a printed copy of the Resolution authorising the increase of Capital within 15 days after the passing of the Resolution.

Presented for registration by

Company Regt.
Shaw & Blake Ltd.
8, Bell Yard, W.C.2.

COMPANY REGISTRATION OFFICE
22 JUN 1964
London.

Telephone: Holborn 3855 (3 lines).

Telegrams: "Duntertyme, Strand, London."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2.

6549

THE NOMINAL CAPITAL

OF

E. G. Reeve & Sons LIMITED,

has by a Resolution of the Company dated 11th June 1964 been increased

by the addition thereto of the sum of £ 9,000 divided into

9,000 shares of £ 1 each beyond the Registered

Capital of £ 1,000

To be signed by
an officer
of the Company

Signature RH Barr

Description SECRETARY

Dated the 19th day of June 1964

E. G. REEVE & SONS LTD.



Burton Road St. Faiths Industrial Estate Norwich Norfolk NOR 84N
CHIMNEYS TANKS GANTRIES CHEMICAL VESSELS GENERAL STEEL FABRICATORS

NORWICH
(0N03)47228

No. 612503.

32

ORDINARY RESOLUTION.

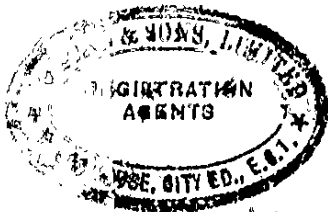
E.G. REEVE & SONS LIMITED.

At an Extraordinary General Meeting of the above named Company, duly convened and held at 200 Hornsey Road, London, N.7, on Monday, the 3rd of May, 1971, the following Resolution was passed as an Ordinary Resolution:-

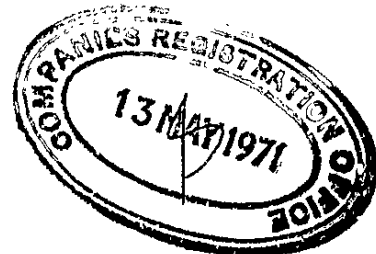
That the share capital of the Company be increased from £10,000 to £20,000 by the creation of 10,000 new shares of one pound each to rank pari passu in all respects with the existing Ordinary Shares of the Company.

John P.

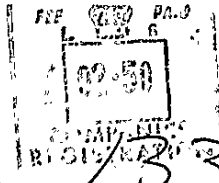
Chairman.



Norwich



Directors: B. W. WRIGHT, M.C., A.M.I.H.V.E. G. R. FRYER, M.I.H.V.E. R. H. CARR, F.C.A.



CR 2-50-50

Number of Company

612503

33

Form No. 10.

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

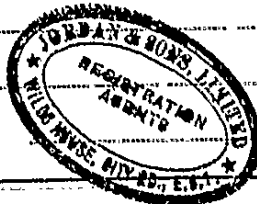
Insert the Name of the Company

E. G. REEVE & SONS

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by



Dawson

The Solicitors' Law Stationery Society, Limited,
Chancery Lane, W.C.2; 3 Bucklebury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
10 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



To THE REGISTRAR OF COMPANIES.

F. G. REEVE & SONS

Limited, hereby gives you notice, pursuant to

*"Ordinary,"
"Extra-
ordinary," or
"Special".

Section 63 of the Companies Act, 1948, that by an* ORDINARY

Resolution of the Company dated the 3rd day of MAY 1971.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 10,000 beyond the Registered Capital of £ 10,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>20,000</u>	<u>ORDINARY</u>	<u>£1</u>

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:—

The new shares shall rank 'pari passu' in every respect with the Ordinary Shares in the original share capital of the Company.

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

[Handwritten Signature]

State whether Director
or Secretary

DIRECTOR

Dated the 4th day of May 1971.

Note.—This margin is reserved for binding and must not be written across

Cy £50 ✓

Nf) 612503 / 34
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Form No. 26a

THE STAMP ACT 1891
(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital
OF

E. G. REEVE & SONS

LIMITED

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

The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 14 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

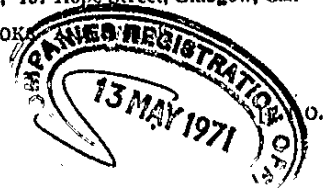
Printed by



The Solicitors' Law Stationery Society, Limited.
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS

Companies 6B



THE NOMINAL CAPITAL

OF

E. G. REEVE & SONS Limited

has by a Resolution of the Company dated

3RD MAY 1957 been increased by

the addition thereto of the sum of £10,000,

divided into:—

10,000 Shares of £1 each

Shares of _____ each

beyond the registered Capital of £10,000

Signature.....

R. G. Reeve

(State whether Director or Secretary) DIRECTOR

Dated the 4th day of May 1957

Note.—This margin is reserved for binding and must not be written across

No. of Company ... 612503 / 59

CRF - 15 CR

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company E. G. BEEVE & SONS Limited*

hereby gives you notice that by ordinary/~~extraordinary~~** resolution of the company dated the 23rd February, 1973....., the nominal capital of the company has been increased by the addition thereto of a sum of £ 20,000..... beyond the registered capital of £ 20,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
20,000	Ordinary	One Pound

attg.

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

The new shares shall rank "pari passu" in every respect with the Ordinary Shares in the original share capital of the Company.

Signed R.H. GAVIN

State whether Director/Secretary Director/Secretary

Date ... 23rd February, 1973

* Delete "Limited" if not applicable
** Delete as necessary



(see notes overleaf)

Presented by: **F. S. MOORE LTD.**
89/94 Chancery Lane
London W.C. 2
91-495 2908

Presenter's reference:



6/2503/T

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

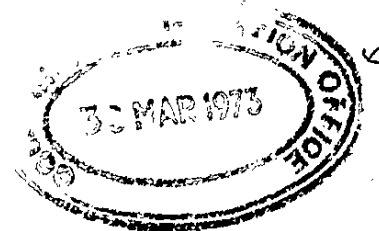
E. G. Reeve & Sons Limited. ✓

At an Extraordinary General Meeting of the Company, duly convened and held at 200, Hornsey Road, London, N.7. on Friday, the 23rd February, 1973, the following Resolution was passed as an Ordinary Resolution :

That the share capital of the Company be increased from £20,000 to £40,000 by the creation of 20,000 new shares of one pound each to rank pari passu in all respects with the existing Ordinary Shares of the Company.

B.W. WRIGHT
CHAIRMAN

B.W. Wright



111 / 1

No. of Company 612503 / 53

The Companies Acts 1948 to 1967

Ordinary Resolution of E.G. Reeve & Sons Limited

passed the 11th day of July 1978.

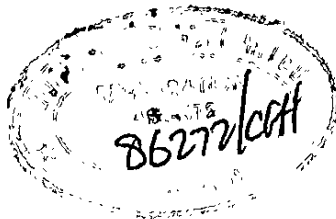
At an extraordinary General Meeting of the members of the above named Company, duly convened and held at 200, Hornsey Road, London. N7 7LG on the 11th day of July, 1978, the following Ordinary Resolution was duly passed:-

That the share capital of the Company be increased from £40,000 to £80,000 by the creation of 40,000 new Ordinary Shares of one pound each to rank pari passu in all respects with the existing Ordinary Shares of the Company.



B.W. WRIGHT

CHAIRMAN.



55



To the Registrar of Companies

.....
 E. G. REEVE & SONS Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) ORDINARY Resolution of the Company dated 11TH JULY 1978, the nominal Capital of the Company has been increased by the addition thereto of the sum of £40,000 beyond the registered Capital of £40,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
<u>40,000</u>	<u>ORDINARY</u>	<u>£1</u>

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:—

TO RANK PARI PASSU IN ALL RESPECTS WITH THE EXISTING ORDINARY SHARES OF THE COMPANY.

..... NONE of the new Shares are Preference Shares, and are (2) [not] redeemable.

..... [Signature] (Signature)
 DIRECTOR/SECRETARY (State whether Director or Secretary)
 Dated 11th August 1978

(1) " Ordinary, " Extraordinary " or " Special " (2) Delete as appropriate

612503 | 96

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

CERTIFICATION
WE HEREBY CERTIFY that the above
Statement of Directors made in
this company's Memorandum of
Association by their resolutions and
is valid in accordance with the
provisions of the Companies
Act, 1948.
DATE 5-10-78
M. H. HODGSON, Secretary

Memorandum of Association

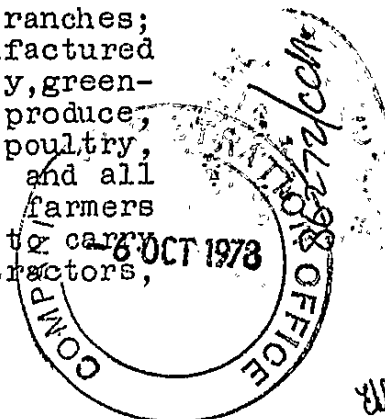
OF

E. G. Reeve & Sons Limited.

1. The name of the Company is "E.G. REEVE & SONS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

un-forged

(A) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, manufacturers' agents, factors, brokers, bankers and dealers, both wholesale and retail, in all articles of commercial, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, warehouses, workshops and factories of all kinds, and buyers and sellers thereof, hotels, restaurants, cafes, wine and spirit merchants, licensed victuallers; managers of and in property of all kinds including houses, flats, rooms, whether furnished or unfurnished, and to let the same to tenants on lease or otherwise, with or without service; insurance agents and insurance brokers in all their branches; builders, contractors, painters, decorators, carpenters, joiners, public works contractors, constructional, civil, precision, mechanical, sanitary, hydraulic, heating, electrical, electronic, ventilating, aeronautical and general engineers in all their branches; and in raw materials generally, manufactured goods, materials, butchers, grocery, green-grocers, provisions and general produce, live and dead stock, game and poultry, fish, sweets and confectionery, and all other articles of food, florists, farmers and horticulturists generally; and to carry on the business of storage contractors,



MR

(2)

wharfingers, travel agents and booking agents in all their branches; aeroplane and ship owners, operators, charterers, shipping and forwarding agents; motor garage proprietors, motor engineers and dealers in all their branches; textile piece goods, and articles manufactured from textile fabrics, plastics and the like in all their branches; furriers, hide and skin merchants and leather and fancy goods manufacturers, importers, exporters and dealers in all their branches; opticians, manufacturers of and wholesale and retail dealers in lenses and scientific and surgical instruments and apparatus of all kinds including cameras, photographic, film and other apparatus, film producers, agents and distributors in all their branches; chemists, cosmetics and the like and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents or otherwise.

(B) To carry on the business of exporters, importers, manufacturers of and wholesale and retail dealers in any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such business whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their branches.

(3)

- (C) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (D) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (E) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (F) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (G) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(4)

- (I) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (O) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(5)

- (P) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections or such persons and to grant pensions and allowances to any such persons.
- (R) To distribute any property of the Company in specie among the members.
- (S) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

- 4. The liability of the members is limited.
- *5. The Share Capital of the Company is £80,000 divided into 80,000 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

612503

Lowewell Blake

The Secretary
E G Reeve & Sons Limited
Burton Road
St Faiths Industrial Estate
NORWICH

CHARTERED ACCOUNTANTS
Incorporating E.J. Riches & Son
102 Prince of Wales Road,
Norwich NR1 1NY
Telephone (0603) 663300
Fax (0603) 619459

Our reference

Your reference

Date

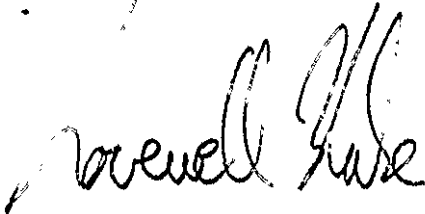
27th March 1990

Dear Sir

We hereby give notice we tender our resignation as auditors of E G Reeve & Sons Limited.

In accordance with Section 390 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation that we consider should be brought to the notice of the members or creditors of E G Reeve & Sons Limited.

Yours/faithfully



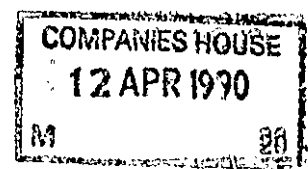
Partners: Richard Boulton, George Blake, Nicholas Brighthouse, George Isbell, Colin Youngman, Robin Ashe, Christopher Dicker, Stephen Alderdice, Alex Brown, John Martin, Andrew Jackson, Russell Leggett, Michael Smith, John Latham, Norman Huggins, Richard Morris, David Butler, Richard Sullivan, Douglas Young.
Consultant: John Cox

Auditors of the Institute of Chartered Accountants in England and Wales to carry on investment business

Offices at Aylsham, Beccles, Cromer, Great Yarmouth, Halesworth, Lowestoft, North Walsham, Norwich, Thetford and Wymondham.

Member of
**Moores
Rowland
AND ASSOCIATES**

A worldwide association of
independent accounting firms



A member firm of
The UK 200 Group
PREMIER CHARTERED ACCOUNTANTS

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

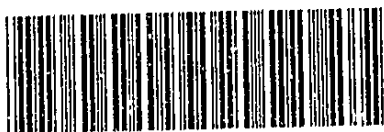
Company No. 612503

The Registrar of Companies for England and Wales hereby certifies that
E.G. REEVE & SONS LIMITED

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

Given at Companies House, Cardiff, the 27th February 1995

Jan
L. BEVAN



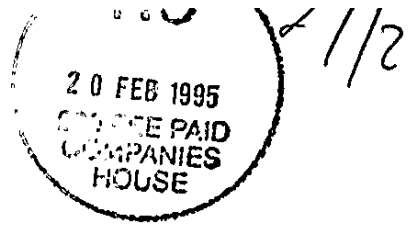
C00612503T

For the Registrar of Companies



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

HC006B



E.G. REEVE & SONS LIMITED

Registered in England - No 00612503

WRITTEN RESOLUTION

Passed 14th January 1995

Pursuant to section 381A Companies Act 1985 (as amended by the Companies Act 1989) the following is hereby passed as a Written Resolution of the Company:

THAT the name of the Company be changed to "Eveerge" Limited. Signed by, or by their duly authorised representatives on behalf of, all the members of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signature:

Signature:

Name: A L Brooks

Name: N R Honeywood

Date of Signature:

Date of Signature:

Signature:

Signature:

Name: P J Smith

Name:

P. L. Adams

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature:

Date of Signature:

14th January 1995



E G REEVE & SONS LIMITED
Registered in England - No 00612503

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Signature:

Name: A L Brooks

Date of Signature:

Signature:

Name: N R Honeywood

Date of Signature:

Signature:

Name: P J Smith

Date of Signature:

Signature:

Name:

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature:



E G REEVE & SONS LIMITED

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Signature:

Name: A L Brooks



Date of Signature:

14th January 1995

Signature:

Name: N R Honeywood

Date of Signature:

Signature:

Name: P J Smith

Signature:

Name:

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature:

Date of Signature:



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Signature:

Name: A L Brooks

Date of Signature:

Signature:

Name: P J Smith

Signature:

Name: N R Honeywood

Date of Signature:

Signature:

Name:

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature: 13th January 1995

Date of Signature:



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

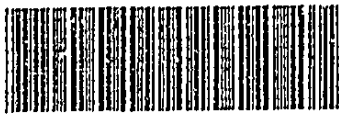
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"EVEERGE" LIMITED

Given at Companies House, Cardiff, the 27th February 1995

Bevan
P. BEVAN



C00612503T

For the Registrar of Companies



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

HC008B

01 - 03 - 95



E.G. REEVE & SONS LIMITED
Registered in England - No 00612503

WRITTEN RESOLUTION

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Signature:

Signature:

Name: A L Brooks

Name: N R Honeywood

Date of Signature:

Date of Signature:

Signature:

Signature:

Name: P J Smith

Name:

P. L. Andrews

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature:

Date of Signature:

4th January 1995



E G REEVE & SONS LIMITED

Registered in England - No 00612503

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Signature:

Name: A L Brooks

Date of Signature:

Signature:

Name: N R Honeywood

Date of Signature:

14/1/95

Signature:

Name: P J Smith

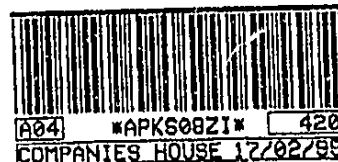
Date of Signature:

Signature:

Name:

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Date of Signature:



E G REEVE & SONS LIMITED

Registered in England - No 00612503

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Signature:

Name: A L Brooks

U. Brooks

Date of Signature:

5th January 1995

Signature:

Name: N R Honeywood

Date of Signature:

Signature:

Name: P J Smith

Signature:

Name:

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature:

Date of Signature:



E G REEVE & SONS LIMITED
Registered in England - No 00612503

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Passed 14th January 1995

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Signature:

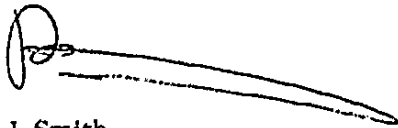
Name: A L Brooks

Name: N R Honeywood

Date of Signature:

Date of Signature:

Signature:



Signature:

Name: P J Smith

Name:

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature: 13th January 1995

Date of Signature:



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 612503

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E.G. REEVE & SONS LIMITED

having by special resolution changed its name, is now incorporated
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Bevan
J. BEVAN



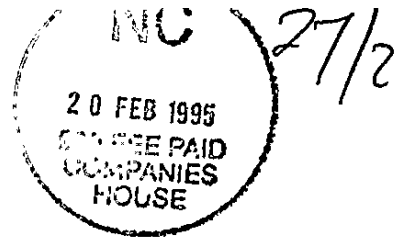
C00612503T

For the Registrar of Companies



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

HC006B



E.G. REEVE & SONS LIMITED
Registered in England - No 00612503

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Signature:

Signature:

Name: A L Brooks

Name: N R Honeywood

Date of Signature:

Date of Signature:

Signature:

Signature:

Name: P J Smith

Name:

I. L. Ardous

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature:

Date of Signature:

14th January 1995



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Name: N R Honeywood

Date of Signature:

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Name: P J Smith

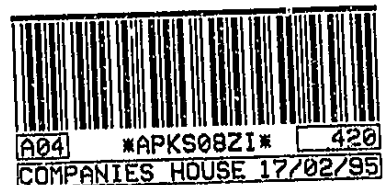
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Name:

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ABB Flakt Limited

Date of Signature:



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U Brooks

Date of Signature:

5th January 1995

Signature:

Name: N R Honeywood

Date of Signature:

Signature:

Name: P J Smith

Signature:

Name:

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Date of Signature:

Signature:

Name: N R Honeywood

Date of Signature:

Signature:

Name: P J Smith

Date of Signature: 13th January 1995

Signature:

Name:

Duly Authorised for and on behalf of
ABB Flakt Limited

Date of Signature:

