

THE COMPANIES ACTS 1943 to 1967

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COMPANY LIMITED BY SHARES

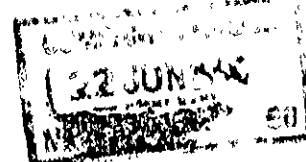
MEMORANDUM OF ASSOCIATION

of

SHANKS & MCEWAN (SOUTHERN) LIMITED

- * 1. The name of the Company is "Shanks & McEwan (Southern) Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To collect refuse from local authorities and other statutory or private undertakings, corporations or individuals and to dispose of and treat the same, and to construct, erect and lay down any buildings, engines, pumps, tanks, drains, pipes, culverts, channels, sewage or other works or things which may be necessary or convenient for any of the purposes aforesaid.
 - (2) To manufacture, purchase, sell, deal in or otherwise dispose of manures, chemical, vegetable and other substances, materials and things that may be conveniently dealt with in connection with the collection, disposal and treatment of refuse.
 - (3) To purchase, rent or otherwise acquire, utilise or occupy any lands, buildings, vehicles, plant and machinery in connection with the collection, disposal and treatment of refuse, or other operations carried on in relation thereto or as part thereof.
 - (4) To reclaim land, and to deal with such land whether by disposal or utilisation thereof for any purposes.
 - (5) To operate, work, maintain, equip and construct lorries, trucks, cars, public transport vehicles, buses, motor coaches or other

- * The name of the Company was changed pursuant to a Special Resolution dated 24 April 1986.



- vehicles appropriate for the carriage of goods or passengers,
- (6) To carry on the business of carriers by all means of transport by land, sea, inland waterway and air.
 - (7) To construct garages and store houses and other buildings for the housing or repair of such vehicles, the storage of fuel and other oils and substances required for the working of the said vehicles, the warehousing of the goods carried and the accommodation of the persons intending to be passengers.
 - (8) To repair and maintain all such vehicles.
 - (9) To carry on the business of importers and dealers in fuel and other oils, petroleum of every kind and the business of refiners of such oils and petroleum and the manufacture of lubricating oils and all accessories required for the equipment and operation of the said vehicles.
 - (10) To purchase, construct, sell, hire or let lorries, trucks, cars, public transport vehicles, buses, motor coaches, motor cars, vehicle bodies, engines, machinery and other chattels and things used for any of the above purposes.
 - (11) To enter into contracts with any person or company as to interchange of traffic, running powers or otherwise.
 - (12) To obtain all powers and authorities necessary to carry out or extend any of the above objects.
 - (13) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure or any interest in the same, in England or Wales.
 - (14) To sell, lease, let, mortgage or otherwise dispose of or deal in the lands, buildings and other property of the Company.
 - (15) To erect and construct buildings or works of every description on any land of the Company or upon any other lands or property and to pull down, rebuild, enlarge, alter and improve existing buildings or works thereon to convert and appropriate any such land into and

for roads, streets, squares, gardens and pleasure grounds and other conveniences and generally to deal with and improve the property of the Company.

- (16) To advance money to any person or persons or corporation, either at interest or without, upon the security of freehold (including enfranchised copyhold) or leasehold property by way of mortgage or upon marketable security and to advance money to any persons (including shareholders in the Company) upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase, or enlarge or repair any building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold (including enfranchised copyhold) or leasehold property in England or Wales, upon such terms and conditions as the Company may think fit.
- (17) To undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity of stewards or receivers or otherwise.
- (18) To purchase and sell for any persons freehold or other property, buildings or lands or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.
- (19) To carry on the business or businesses whether together or separately of proprietors and operators of amusement parks, and as promoters, organisers and managers of all kinds of entertainments, sports, recreations and amusements, whether indoor or outdoor, including funfairs, exhibitions, sideshows and games, competitions, tournaments, concerts, cinematograph and television performances, stage and variety shows, aquatic and equestrian events, pyrotechnic, aerial and spectacular displays, dancing,

skating, ski-ing, circuses and other forms and types of like enterprises generally.

- (20) In connection with any such business or businesses to purchase, leases, hire, construct, provide, operate, equip and maintain land, buildings, theatres, cinemas, studios, concert halls, stadiums, tracks, arenas, golf and putting courses, bowling greens, tennis courts, skating rinks, swimming baths, floating and paddling pools, marinas, piers, landing stages, jetties, coach and car parks, sideshows, fairground apparatus, marquees, tents, vehicles, boats, chairs, machines and all other structures, apparatus, equipment and articles which may be necessary or convenient in the opinion of the Company for the carrying on of such business or businesses.
- (21) In connection with any such business or businesses to enter into agreements with, grant leases and licences to, and engage and employ showmen, artistes, entertainers, performers, sportsmen and other persons.
- (22) To carry on, either directly or by grants to others, the business or businesses, whether together or separately of restaurant, soda fountain, ice-cream parlour, milk bar and cafe proprietors, licensed victuallers, wine, beer and spirit merchants (wholesale and retail), manufacturers and vendors of mineral waters, cordials and syrups, groceries and provisions and of refreshment caterers, suppliers and contractors generally.
- (23) To carry on, either directly or by grants to others, the business or businesses, whether together or separately, of manufacturers and vendors, whether wholesale or retail, of all kinds of sugar and other confectionery, ice-cream, tobacco and cigarettes, toys, toilet preparations and requisites, scent and perfumery goods, fancy goods, photographic materials, imitation and fancy jewellery, stationery, newspapers, periodicals and other

- literature, textiles and other soft goods, and any articles for vending in automatic slot machines and vending machines, or for use in any game playing or amusement machines of all kinds.
- (24) To carry on the business of hotel, restaurant, cafe, roadhouse, motel, holiday camp, caravan site and apartment-house keepers.
- (25) To fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, caravans, movable structures, cottages or otherwise.
- (26) To buy, sell (both to persons residing on the Company's premises and to non-residents) import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses.
- (27) To appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- (28) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (29) To carry on any other trade or business whatsoever 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.
- (30) To purchase or by other means acquire and protect, prolong, extend

and renew, whether in the United Kingdom or elsewhere any copy-rights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (31) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (32) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (33) To manufacture, sell, treat and deal in all kinds of commodities,

substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.

(34) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.

(35) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- ** (36) (a) To lend and advance money, to place money on current account or deposit and to grant or provide credit and financial accommodation to any person, firm or company, including, without limitation, any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company.
- (b) To enter into any guarantee, contract of indemnity or suretyship and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a heritable security or other fixed security or assignation in security or assignation or other conveyance and with or without a security or assignation or other conveyance or mortgage or pledge of or charge

** Clause 3(36) was altered pursuant to a Special Resolution dated 15 August 1989.

over or set-off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount thereof or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business.

- (37) 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, perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (38) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (39) To improve, manage, cultivate, develop, exchange, let on lease or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (40) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this

Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

- (41) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (42) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (43) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (44) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (45) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (46) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures

or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

- (47) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (48) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-Clauses shall be construed independently of and shall be in no way limited by reference to any other sub-Clause and that the objects set out in each sub-Clause are independent 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.

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
CLEMENT MAJRICE NOEL Wray Farm, Reigate, Surrey Solicitor	One
JOHN MICHAEL ROWLANDS 13 Lichfield Road, Kew, Richmond, Surrey Solicitor	One
Total	Two

DATED this 25th day of August 1970.

WITNESS to the above Signatures:-

E. WARREN
Bank Chambers,
Redhill,
Surrey