

"THE COMPANIES ACTS, 1908 to 1917."



A
Companies'
Fee Stamp
of 5s.
should be
impressed
here.

Declaration of Compliance

WITH THE

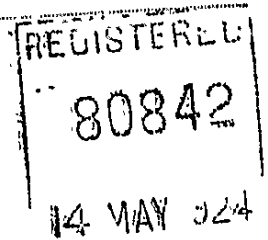
REQUIREMENTS OF THE COMPANIES
(CONSOLIDATION) ACT, 1908,

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)
Act, 1908, on behalf of a Company proposed to be Registered as

AUTOMATIC PRESSINGS

LIMITED.

(See Page 2 of this Form.)



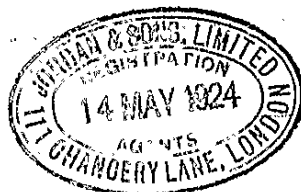
78605

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 484 (2 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



NOTE.—

3

ROBERT MARSHALL

of 199 Wolverhampton Street Dudley in the County of Worcester

Do solemnly and sincerely Declare that I am* a Solicitor of the High Court engaged in the formation of

*Here insert--
"A Solicitor
of the High
Court en-
gaged in the
formation of"
or "A person
named in the
Articles of
Association

Director (or
Secretary)

AUTOMATIC PRESSINGS LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908, 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.

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

Declared at Dudley in the
County of Worcester

the 13th day of May,

One thousand nine hundred and twenty,
four.

before me,

John Wright

A Commissioner for Oaths.

R Marshall

"The Companies Acts, 1908 to 191

DECLARATION OF COMPLI

WITH THE

REQUIREMENTS

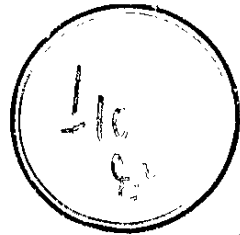
OF

THE COMPANIES (CONSOLIDATED)

ACT, 1908.

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 6s
for every
£100 should
be impressed
here.

Statement of the Nominal Capital

OF

Automatic Pressings



LIMITED,

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

(See Page 2 of this Form.)

REGISTERED

80843

14 MAY 1924

This Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

79613

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



Handwritten signature/initials.

Handwritten 'PT'.

THE NOMINAL CAPITAL

OF

AUTOMATIC PRESSINGS

LIMITED,

is One thousand Pounds,
divided into One thousand Shares
of One pound each.

Signature

J. H. Pearson

Description

Director

Dated the 12th day

of May 19 24

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

* * This Statement should be signed by an Officer of the Company.

(For
THE STAMP ACT, 1894; THE FINANCE ACT,
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHA

STATEMENT

OF THE

NOMINAL CAPITAL

OF

AUTOMATIC PRESSI

LIMITED.

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

AUTOMATIC PRESSINGS, LIMITED.

INCORPORATED THE DAY OF , 1924.

Solicitors:

JOBSON & MARSHALL,
DUDLEY.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C. 2, AND 13 BROAD STREET PLACE, E.C. 2.



The Companies Acts, 1908 to 1917."



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

AUTOMATIC PRESSINGS, LIMITED.

1. The Name of the Company is "AUTOMATIC PRESSINGS, LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are—

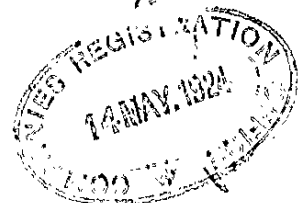
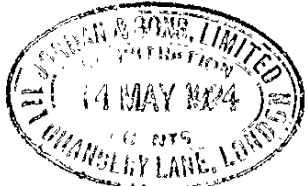
- (a) To manufacture, import, export, buy, sell, act as factors and agents for, and generally trade with and deal in Patented and other kinds of Driving Belt Fasteners, Lacing, Lacing Machines, also Driving Belts and Straps, whether made of balata, india-rubber, leather, canvas, or other woven fabrics, or otherwise, and all Accessories; also to trade in like manner in connection with other special or ordinary Machines, Apparatus, Appliances, Tools (including Machine and Edge Tools of every description), Pulleys, Shafting and other Fittings, Implements, Goods, Materials, and Accessories of all kinds required by, desirable, or convenient for saw mills proprietors and timber merchants, owners of bleaching, spinning, weaving, dyeing, and other mills, works and factories, laundries, mines and collieries, railway and tramway undertakings, mechanical, mining, marine, gas, water, electrical,

REGISTERED

80844

14 MAY 1924

Presented for filing by:-



motor car, aviation, and other engineers, millwrights, iron founders, pottery and brick makers, manufacturing ironmongers, and workers in iron and other metals, machinists, smiths, builders, cabinet makers, carpenters, joiners, carvers, gilders, coopers, and general workers in wood, boot and shoe makers, and other manufacturers, tradesmen, or persons following industrial or other pursuits needing things provided or dealt in by the Company.

- (b) To generally trade as Engineering Supply Store Proprietors, and to conduct and carry on the Company's own account all or any businesses mentioned in the preceding Sub-Clause (a); also to trade with and Deal in Metal, Asbestos, India-rubber, Gutta Percha, Balata, Leather, Canvas, Wood, Glass, Porcelain, Ivory, Bone, Hair, Flax, Cotton, Jute, and other like Materials; also in Anti-corrosive, Damping-resisting, or other Enamels, Compositions, Paints, Liquids, Compounds, and Preparations for the Protection, Preservation, and Decoration of Ships, Piers, Engines, Boilers, Buildings, Metal Work, Wood Work, and any other Property; Lubricating, Illuminating, and other Oils; likewise to trade as Chemical Engineers and Manufacturers, and to utilise, turn to account, and render profitable or in any way beneficial any Chemical and Allied Waste Materials, Substances, Stuffs, Gases, Liquids, and any Products, By-Products, Residues, or things whatsoever.
- (c) To undertake, perform, and carry out all or any of the functions or operations ordinarily or which can conveniently and advantageously be performed or carried out by contractors for structural and other ironworks, hardware factors, manufacturers' and general commission merchants and agents, and generally to carry on all kinds of Agency business, particularly in regard to machines, engineering requirements, metal and other goods and materials appertaining thereto, and in any kindred classes, also labour and time-saving inventions, apparatus, and

appliances of any description, industrial and household articles and accessories of a novel and useful kind and in regard to things comprised in hardware and allied departments.

- (d) To carry on any other business or businesses ~~(except the above)~~, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights. K-20922
- (e) To acquire by purchase, lease, exchange, or otherwise, either for an estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent, any lands, tenements, hereditaments, and premises of any tenure, whether subject to any charges or incumbrances or not, and to hold or to sell, let, alienate, mortgage, charge, or otherwise deal with all or any of such lands, tenements, hereditaments, or premises.
- (f) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, offices, or works for the purposes of the Company.
- (g) 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.
- (h) 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.
- (i) To borrow or raise money in such manner as the Company shall think fit, either by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon 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.

- (j) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To remunerate any person, firm, or company rendering services to this 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.
- (l) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same.
- (m) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its Members or employés, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (n) To promote any other company for the purpose of acquiring all or any of the property 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 any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (o) 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, whether in cash or for shares, debentures, or securities of any company purchasing the same, or otherwise as the Company may think proper.
- (p) To distribute among the Members of the Company in kind any 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.
- (q) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise as the Company may from time to time by Special Resolution determine.

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><u>J. H. Reasler</u> Highfield House Pargem - Black Heath - Birmingham</p>	One
<p><u>Geo. N. Hall</u> 6. Macknillan Road Rowley Regis Staffs. Engineer.</p>	One.

Dated the 12th day of May, 1924.

Witness to the above Signatures—

James J. Whitehead

Clerk to Messrs. John & Charles
Soo. Dudley



"The Companies Acts, 1908 to 1917."



COMPANY LIMITED BY SHARES.

Articles of Association

OF

AUTOMATIC PRESSINGS, LIMITED.

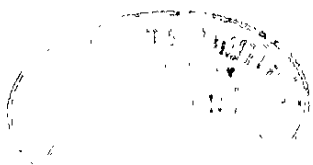
PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies (Consolidation) Act, 1908 (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 of Table A numbered 2, 5, 20, 22, 23, 35 to 40 (inclusive), 51, 68, 70, 73, 76, 77, 88, and 108 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company. Should there be any variance or inconsistency between such remaining Clauses and these Articles the latter shall prevail.

2. The number of Shareholders for the time being of the Company (exclusive of persons who are for the time being in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not exceed fifty.

3. Any invitation to the public to subscribe for any Shares, Debentures, or Debenture Stock of the Company is hereby prohibited.

REGISTERED
80845
14 MAY 1924



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CAPITAL.

4. The original Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound each.

SHARES AND CERTIFICATES.

5. The Shares shall be under the control of the Directors, who may allot and dispose of the same to such persons on such terms and in such manner as they think fit. Shares may be issued at par or at a premium.

6. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not (except as ordered by a Court of competent jurisdiction or as by Statute required) be under any obligation to recognise any trust or equity or equitable claim to or interest in such Share, whether or not it shall have express or other notice thereof.

TRANSFER AND TRANSMISSION OF SHARES.

7. The Directors may at any time in their absolute and uncontrolled discretion, and without assigning any reason therefor, decline to register any proposed transfer of Shares, but such right of refusal shall not be exercisable in the case of any transfer made pursuant to Article 13 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding Two Shillings and Sixpence is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

8. No Share shall, save as provided by any Article hereof, be transferred to a person who is not a Shareholder so long as any Shareholder is willing to purchase the same at its then full value, and no Share shall be transferred to a person who is a Member without the approval of the Directors.

9. In order to ascertain whether any Shareholder is willing to purchase a Share, the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the full value, and shall constitute the Company his agent for the sale of the Share to any Shareholder of the Company at the price so fixed, or at the option of the purchaser, at the full value to be fixed by the Auditor in accordance with these Articles. The transfer notice may include several Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

10. The Company shall within fourteen days of the receipt of the transfer notice offer the Share or Shares specified therein to the other Shareholders of the Company, and if the Company shall within the space of twenty-eight days after being served with such notice find a Shareholder willing to purchase the Shares (hereinafter called "the purchasing Shareholder") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the full value to transfer the Shares to the purchasing Shareholder.

11. In case any difference arises between the proposing transferor and the purchasing Shareholder as to the full value of a Share the Auditor shall, on the application of either party, certify in writing the sum which is in his opinion the full value, and such sum shall be deemed to be the full value, and in so certifying the Auditor shall be considered to be acting as an expert; and accordingly The Arbitration Act, 1889, shall not apply.

12. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Shares the Company may receive the purchase money, and shall thereupon cause the name of the purchasing Shareholder to be entered in the Register as the Holder of the Shares, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Shareholder, and after his name

has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

13. If the Company shall not within twenty-eight days after being served with the transfer notice find a Shareholder willing to purchase the Shares, and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to any restriction imposed by any Article hereof, to sell and transfer the Shares, or those not placed, to any person and at any price.

14. The Company in General Meeting may make and from time to time vary rules as to the mode in which any Share or Shares specified in any transfer notice given to the Company pursuant to Article 9 hereof shall be offered to the Shareholders, and as to their rights in regard to the purchase thereof, and in particular may give any Shareholder or class of Shareholders a preferential right to purchase the same. Until otherwise determined every such Share shall be offered by the Company in the first place to the Members, other than the proposing transferor, as nearly as may be in proportion to the existing Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the Members that any Member who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have; and if all the Members do not claim their proportions the unclaimed Shares shall be used for satisfying the claims in excess. If any Share shall not be capable, without fractions, of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots to be drawn under the direction of the Directors.

15. If any person shall become entitled to any Share by reason of the death or bankruptcy of a Shareholder, the Directors may procure a transferee of the Share of such former Shareholder, and shall by notice in writing to the Holder thereof require such Holder to transfer his Share to such proposed transferee at its full value, to be fixed by the Auditor in

accordance with these Articles, and such Holder shall, upon receipt of such notice, cease to have any rights whatever as a Shareholder of the Company, and shall forthwith upon tender of such full value be under obligation to execute to such proposed transferee a transfer of his Share. If in any case the said Holder, after having become bound as aforesaid, makes default in transferring the Share, the Directors may receive the purchase money from the proposed transferee, and shall thereupon cause the name of such person to be entered in the Register as the Holder of the Share, and shall hold the purchase money in trust for the former Holder, and shall remove his name from the Register of Shareholders. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

PROCEEDINGS AT GENERAL MEETINGS.

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members personally present shall be a quorum.

17. Any Member present at any General Meeting shall be entitled to demand a poll; and Clause 56 of Table A shall be varied accordingly.

BORROWING POWERS.

18. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company, present or future, including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged; but so that the amount at any one time owing in respect of moneys so raised, borrowed, or secured, shall not without the sanction of a General Meeting exceed the sum of Two Thousand Pounds.

DIRECTORS.

19. The number of Directors shall not be less than two nor more than three.

20. The following persons shall be the first Directors of the Company: namely, JOSEPH HOWARD BEASLEY and GEORGE NORMAN HALL.

21. The said JOSEPH HOWARD BEASLEY shall be the first Chairman of Directors, and he shall hold such office so long as he remains a Director of the Company.

22. The qualification of every Director shall be the holding in his own right and as sole Holder of at least One Hundred Shares in the Company. A first Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month after being appointed a Director. A person may be elected before acquiring his qualification, but in such case he shall not act before acquiring such qualification, and it shall be deemed a condition of such election that he shall acquire the said qualification within one month after election. Any person accepting the office of Director shall be deemed to have agreed with the Company that if he shall not otherwise be qualified he will within one month after election obtain from the Company his qualification, and his name shall be entered in the Register accordingly.

23. Any Director may hold the office of Secretary or any other office or place of profit (except that of Auditor) in the Company in addition to that of Director.

DISQUALIFICATION OF DIRECTORS.

24. The office of a Director shall be vacated—

- (a) If he become bankrupt or insolvent or compound with his creditors;
- (b) If he become of unsound mind or be found a lunatic;
- (c) If he be convicted of an indictable offence;
- (d) If he cease to hold the necessary Share qualification or do not obtain the same within one month from the date of his appointment;

(e) If he absent himself from the Meetings of the Directors for a period of six months without special leave of absence from the other Directors;

(f) If he give the Directors three months' notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

25. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

26. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and, unless so fixed shall be two.

27. At the first Ordinary General Meeting, and at the Ordinary General Meeting in every subsequent year, one third of the Directors for the time being, or if their number is not a multiple of three then the nearest number to one third shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election; but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

28. The Company in General Meeting may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

SECRETARY.

29. The Directors may at any time appoint a Secretary of the Company.

30. The Directors may at any time appoint a temporary substitute for a Secretary of the Company, who shall for the purposes of these presents be deemed to be the Secretary.

THE SEAL.

31. The Seal shall not be affixed to any instrument except in the presence of at least two Directors and the Secretary, if a Secretary has been appointed, and such Directors and Secretary (if any) shall sign every instrument to which the Seal of the Company is so affixed in their presence.

WINDING UP.

32. If the Company shall be wound up the assets available for distribution among the Shareholders shall, subject as herein-after mentioned, be applied first in repaying to the Shareholders the amount paid up on their Shares respectively; and if such assets shall be more than sufficient to repay to the Shareholders the whole amount paid up on their Shares the balance shall be distributed among the Shareholders in proportion to the amount which at the time of going into liquidation had been actually paid up on their Shares respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

33. With the sanction of an Extraordinary Resolution of the Shareholders any part of the assets of the Company (including any shares in other companies) may be divided between the Shareholders in specie, or may be vested in trustees for the benefit of such Shareholders, and the liquidation of the Company may be closed and the Company dissolved, but so that no Shareholder shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

J. H. Pearson Surgeon
 Highfield House
 Blackheath
 Birmingham

Geo. B. Hill
 16. Mackintosh Road
 Bowley Regis
 Staffs
 Engineer.

Dated the 12th day of May, 1924.

Witness to the above Signatures—

James J. Whitcomb
Albert Ross John Stranville
 John Dudgeon

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

AUTOMATIC PRESSINGS, LIMITED.

Incorporated the _____ day of _____, 1924.

Solicitors:

**JOBSON & MARSHALL,
DUPLEX.**

DUPLICATE FOR THE FILE.

No. 1273111



Certificate of Incorporation

I Hereby Certify, That the

AUTOMATIC PRESSINGS, LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is **Limited**.

Given under my hand at London this fourteenth day of May

One Thousand Nine Hundred and Twenty-four.

Fees and Deed Stamps £ 3:10:0

Stamp Duty on Capital £ 10

A. E. Campbell-Taylor
Registrar of Joint Stock Companies.

Certificate received by M. Easter

Jordan & Sons Ltd
W.B. 2

Date 16/5/24

SPECIAL RESOLUTION

- of -

AUTOMATIC PRESSINGS LIMITED.

Passed the 30th day of NOVEMBER, 1951.

At an EXTRAORDINARY GENERAL MEETING of the Company convened on short notice with the consent of all the members and held at 199 Wolverhampton Street Dudley in the County of Worcester on the Thirtieth day of November One thousand nine hundred and fifty one the following SPECIAL RESOLUTION was duly passed and made :-

RESOLVED that the following amendments and additions be made in and to certain of Company's present Articles of Association that is to say :-

(1) That Article 18 shall be no longer of effect and that in lieu thereof the following Article shall henceforth apply :-

"BORROWING POWERS" The Directors may exercise all the powers of the Company to borrow money on such security and in such amount or amounts without restriction as to the aggregate amount of loans for the time being outstanding as the Directors may in their discretion think fit. For the purpose of any such borrowing the Directors shall have power to mortgage or charge the undertaking and uncalled Capital of the Company or any part thereof and to issue Debentures Debenture Stocks and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party and they may re-issue Debentures or Debenture Stock paid off.

(2) That Article 22 (relating to the share qualification of directors) be amended by the deletion therefrom of the words "One hundred shares" and the substitution for such deleted words of the words "Ten shares" so that henceforth the qualification for a Director shall be the holding in his own right and as sole owner of at least Ten shares in the company.

(3) That the following additional Articles be adopted and henceforth apply to the Company viz :-

Article 34 Reserve

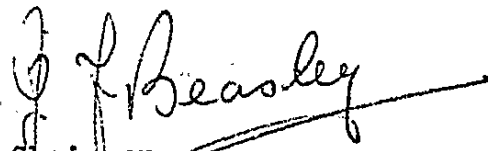
The Directors may establish a reserve to be called "the Capital Reserve" and may either carry to the credit of such reserve from time to time all moneys realised on the sale of any investments property and assets of the Company in excess of the book price of the same or apply the same in providing for depreciation or contingencies. Such Capital Reserve and all other moneys in the nature of accretion of Capital whether on sale of investments property or assets of the Company or otherwise shall be treated for all purposes as capital moneys and not as profits available for distribution. Any losses realised on the sale of any investments property or assets of the Company may be carried to

the debit of the Capital Reserve except in so far as the Directors shall in their discretion decide to make good the same out of other funds of the Company.

Article 28 Capitalisation of Profits.

(a) The Company in general meeting may upon the recommendation of the Directors resolve that its Capital Reserve or any other Reserve Fund for the time being of the Company or any part of any such Capital Reserve or other Reserve Fund not required as provision for depreciation or contingencies may be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend on ordinary shares and in the same proportions and such distribution may be applied (i) in or towards paying up any amounts for the time being unpaid on any shares held by such members or (ii) by paying up in full issued ordinary shares of the Company to be allotted as fully paid up bonus shares to and amongst such members in the proportions aforesaid or (iii) by payment in cash to and amongst such members in the proportions aforesaid or (iv) partly in one or more of the said ways and partly in the others.

(b) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and application of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid bonus shares and all payments in cash and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit in the case of shares becoming distributable in fractions and also to authorise any person to enter on behalf of all the members entitled thereto into any agreement with the Company in relation to all matters affecting the distribution and any agreement made under such authority shall be effective and binding on all such members.


Chairman.

Filed with the Registrar of Companies
this day of 1951.

THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2 and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.


Manager.

THE COMPANIES ACT, 1948.



SPECIAL RESOLUTIONS

- of -

AUTOMATIC PRESSINGS LIMITED.

Passed the 29th day of January, 1958

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office on the 9th day of January, 1958, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS namely :-

THAT Three hundred and thirty of the issued Ordinary shares of £1 each (fully paid) in the capital of the Company being those such shares with the distinctive numbers 201 to 400 (inclusive) and 441 to 570 (inclusive) only forthwith be converted into 330 Preference Shares of £1 each all fully paid and respectively having the distinctive numbers P.201 to P.400 (inclusive) and P.441 to P.570 (inclusive).

THAT the holders of the said £1. Preference Shares shall be entitled in respect thereof to a fixed cumulative preference at the rate of £7% p.a. on the capital of the said Preference Shares in priority to any dividend on any other class of shares and in a winding up to repayment of capital together with accrued dividend before any return of capital shall be made to the holders of any other class of shares for the time being forming part of the capital of the Company but to no further right of participation either in the profits or the assets of the Company.

THAT the dividend on the said £1. Preference Shares shall be payable by the Company by equal half yearly payments at the expiration of intervals of 6 months from the date of this resolution.

THAT if and so long as the Company shall not have failed to pay in full the dividends accrued due upon the said £1. Preference Shares prior to the date of any general meeting of the Company the holders of the aforesaid shares shall not be entitled to receive any notice of or to attend or vote at such meeting either in person or by proxy unless such meeting be convened for the purpose of considering a resolution in any matter directly affecting the rights of the preference shareholders as a separate class or of winding up or reducing the capital of the Company.

G. J. Beasley
Chairman.

with the Registrar of
Companies this day of
1958.

THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2 and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.

B. W. W.
for Manager.

Number of Company 197,900. / 54

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION

- of -

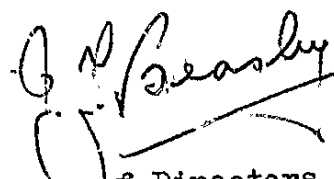
AUTOMATIC PRESSINGS LIMITED.

Passed the Twelfth day of May, 1958.



AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office on the Twelfth day of May, 1958 the following Resolution was duly passed as a SPECIAL RESOLUTION, namely :-

"THAT the Three hundred and thirty Preference Shares of £1 each in the capital of the Company created by a Resolution of the Company passed on the Twenty ninth day of January, 1958 forthwith be reconverted into Ordinary Shares of £1 each all fully paid ranking in all respects (including availability for dividend) with the remaining Ordinary Shares of the Company and that such shares bear the distinctive numbers 201 to 400 (inclusive) and 441 to 570 (inclusive)".


Chairman of Directors.

FILED with the Registrar
of Companies this
day of 1958.



70

THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2 and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.


Manager.

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION

- of -

AUTOMATIC PRESSINGS LIMITED.



Passed on the Twelfth, day of June, 1958.

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the Company's Registered Office on the Twelfth day of June 1958 the following Resolutions were duly passed as SPECIAL RESOLUTIONS namely :-

(1) That the Articles of Association of the Company be amended by the addition thereto of the Regulations contained and set forth in Paragraphs 128 and 129 of Table "A" in the First Schedule to the Companies Act 1948 Such regulations shall henceforth be treated as being incorporated in the Articles of Association of the Company and to be therein. Numbered 34 and 35 respectively

(2) That the capital of the Company be increased from £1,000 (One thousand pounds) divided into One thousand Ordinary shares of £1 each to Sixty thousand pounds by the creation of an additional fifty nine thousand ordinary shares of £1 each to rank pari passu with the existing ordinary shares of the Company in all respects

(3) That it is desirable to capitalise the sum of £59,400 being part of the undistributed profits of the Company standing as to £366.2.4 to Capital Reserve Account as to £1,690.16.0d to General Reserve Account and as to £57,343.1.8 being part of the balance of the Profit and Loss Account which capitalisation is recommended by the Directors of the Company and that accordingly the Directors be and they are hereby authorised and directed to apportion the said sum of £59,400 to the members who at the close of business on the 31st day of May 1958 were registered as holders of the Ordinary Shares of the Company and to apply such undistributed profits on their behalf in paying up in full 59,400 unissued shares of £1 each in the capital of the Company such shares to be allotted and distributed credited or fully paid up amongst such members in the proportion of ninety nine such shares for every one Ordinary share held by them respectively and on the footing that the shares so distributed shall be treated for all purposes as an increase in the nominal amount of the Capital of the Company held by each such member and not as income

with the Registrar of
Companies this day of
1958.

Q.111
G. J. Beasley
Chairman

THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2 and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.

Manager.

No. of Company 197 900 / 54

THE COMPANIES ACT, 1948.

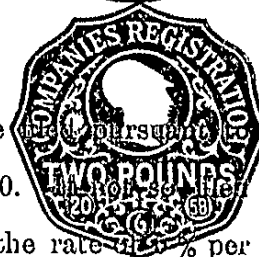
Notice of Increase in Nominal Capital.
Pursuant to Section 63.

Name
 of
 Company

AUTOMATIC PRESSINGS



This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.



A Statement of the increase of the Nominal Capital must be made in accordance with Section 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. Within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

REGISTERED

9 JUN 1958

PUBLISHED AND SOLD BY
 WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
 85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1,

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by: HAWKINS & CO., Solicitors,
 199, Wolverhampton Street,
 Dudley, Worcestershire.

TO THE REGISTRAR OF COMPANIES.

Automatic Pressings Limited, hereby gives you notice pursuant to
section 68 of The Companies Act, 1948, that by (a) Special
Resolution of the Company dated the Twelfth day of
June, 1958, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 59,000 -
beyond the Registered Capital of £ ~~60,000~~ ^{1.000} unltd

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
59,000	Ordinary	£1.

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:—

Ranking pari passu with the existing
Ordinary Shares of the Company

Signature  Director
(State whether Director or Secretary.)

Dated the 18th day of June, 19 58.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate 197,900.

AUTOMATIC PRESSINGS

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten hillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

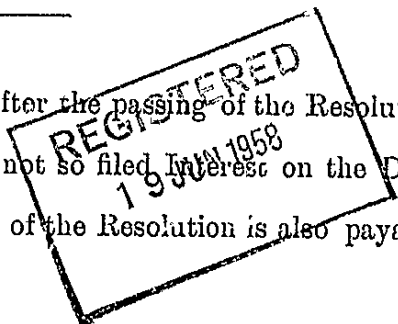
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

HAWKINS & CO., Solicitors,
199, Wolverhampton Street,
Dudley, Worcestershire.

[26A.]



c874

The NOMINAL CAPITAL of Automatic Pressings

Limited

has by a Resolution of the Company dated 12th. June, 1958

been increased by the addition thereto of the sum of £ 59,000 ^{00 00 00}, divided into

59,000 shares of £1 ~~each~~ each beyond the Registered Capital of

\$1,000.

Signature _____

W. W. Williams

State whether Director or Secretary

Director

Date 18th day of June, 19 58.

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

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

- of -

AUTOMATIC PRESSINGS LIMITED

Passed the 29th day of September 1964.

At an EXTRAORDINARY GENERAL MEETING of Automatic Pressings Limited held at Himley House Hotel, Himley, Dudley on Tuesday the 29th September 1964 the Resolutions set out hereunder were duly passed as to Resolution Number 1 as a Special Resolution and as to Resolutions Numbers 2 and 3 as Ordinary Resolutions namely:-

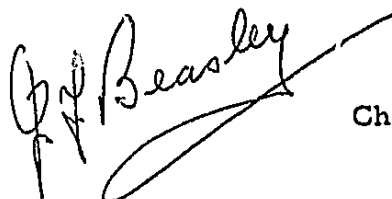
SPECIAL RESOLUTION

1. That the Regulations contained or incorporated in the printed document of which a copy has been produced to this meeting and subscribed by the Chairman of the meeting for identification purposes be and the same is hereby adopted as the Articles of Association of the Company in substitution for the regulations contained or incorporated in its existing Articles of Association and to the exclusion thereof

ORDINARY RESOLUTIONS

2. That the Capital of the Company be increased from £60,000 divided into 60,000 Ordinary Shares of One Pound each to £120,000 by the creation of 60,000 Preference Shares of One Pound each with the right to a fixed cumulative dividend at 6% per annum payable half yearly on the 31st day of March and the 30th day of September in each year and otherwise with and subject to the rights and restrictions prescribed in and by Regulation 9 of the Articles of Association of the Company adopted at this Meeting.
3. That it is desirable to capitalise the sum of Sixty thousand Pounds being part of the undistributed profits of the Company standing to the credit of the Company's Revenue Reserves and Surplus Account which capitalisation is recommended by the Directors of the Company and accordingly that the Directors be and they are hereby authorised and directed to apportion the said sum of Sixty thousand Pounds to the Members of the Company who at the close of business on the 22nd day of September

1964 were registered as the holders of the Ordinary Shares of the Company and to apply such undistributed profits on their behalf in paying up in full sixty thousand unissued 6% Cumulative Preference Shares of One Pound each in the capital of the Company such shares to be allotted and distributed as fully paid up amongst such members on the basis and in the proportion of one such 6% Cumulative Preference Share for each one Ordinary Share held by them respectively and on the footing that the shares so distributed shall be treated for all purposes as an increase in the nominal capital of the Company held by such Members and not as income.

A handwritten signature in dark ink, appearing to read 'G. F. Beasley', with a long, sweeping horizontal stroke extending to the right.

Chairman.

COMPANY LIMITED BY SHARES.

Articles of Association

- of -

AUTOMATIC PRESSINGS LIMITED

Adopted by Special Resolution passed on the 29th day of September 1964.

PRELIMINARY

1. As from the date hereof and subject as hereinafter provided, the Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company. Regulations 3,5,24,32,58,60,71,75,77,78,88 and 131 of Part I of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A Part I which are incorporated in Table A Part II subject to modifications hereinafter expressed, together with Regulations 2 to 6 inclusive of Table A, Part II contained in Articles 2 to 6 hereof shall constitute the Regulations of the Company. In these Regulations "the Acts" means the Companies Act, 1948.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly :-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to Fifty Provided that where two or more persons hold one or more Shares in the Company jointly they shall for the purpose of this Regulation be treated as a single Member.
 - (c) Any invitation to the Public to subscribe for any Shares or Debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue Share Warrants to Bearer.
3. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any Transfer of any Share, whether or not it is a fully paid Share.
4. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the

Meeting proceeds to business, save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

5. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

6. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a Statutory Declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of sub-Section (4) of Section 129 of the Act.

SHARES

7. The Shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they may think proper subject nevertheless to Article 2 hereof and provided that no Shares shall be issued at a discount except as provided by Section 57 of the Act.

8. 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.

9. Any Preference Shares may be issued to such persons and in such manner and at such times as the Directors may determine and shall be issued with and subject to the following preferential rights and restrictions that is to say :-

(a) The right to a fixed cumulative dividend at such rate of interest and payable on such dates as shall be determined in and by the Resolution authorising the issue, and

(b) The right in the event of the winding up of the Company to be paid all arrears of dividend in priority to the Ordinary Shares in the Company, and

(c) Without any further or other rights to participate in the profits or capital of the Company, and

(d) Without any right being conferred on the holder thereof to attend or vote at Meetings of the Company unless the Preference Dividend or any Part thereof is in arrear and unpaid for the space of Twelve months or unless a Resolution is to be submitted which affects the rights of the Preference Shareholders or provides for the winding up of the Company or the sale of the undertaking of the Company.

10. Any Preference Shares issued by the Company and declared to be redeemable may (at the option of the Company) be redeemed under Section 58 of the Act upon six calendar months previous notice in writing from the Company and given to the Shareholder or Shareholders concerned or upon such other

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notice or at such date or upon such conditions or event as may be prescribed by the Resolution authorising the issue.

11. The lien conferred by Clause 11 in Part I of Table A shall attach to full paid up Shares, and to all Shares registered in the name of any persons 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.

TRANSMISSION OF SHARES.

12. A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Shares, except that he shall not, before being registered as a Member in respect of the Share be entitled in respect of it to exercise any right conferred by membership in relation to Meetings of the Company.

TRANSFER OF SHARES.

13. The right of transfer of Shares shall be restricted, and the following provisions shall apply :-

(a) Save as provided by sub-article (g) hereof no Shares shall be transferred to a person who is not a Member, so long as any Member is willing to purchase the same at a price to be stated or ascertained as hereinafter in this Article is provided.

(b) Except where the transfer is made pursuant to sub-article (g) hereof, the person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the Transfer Notice") to the Company that he desires to transfer the same and at the same time lodge with the Company the Share Certificate or Certificates. Such notice shall specify the price he fixes as the fair value at which he is prepared to sell each of such Shares and such notice shall constitute the Company his Agent for the sale of the Share to any Member of the Company at the said price. Failing any price being stated, or in the event of the Directors considering the price fixed by the proposing transferor is not the fair value, then on the application of the Directors or the proposing transferor, the fair value shall be fixed by the Auditor for the time being of the Company, who shall certify in writing the sum which in his opinion is the fair value and such sum shall be deemed to be the fair value and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Acts of 1889 to 1934 or Statutes amending the same shall not apply. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each share. The transfer notice shall not be revocable except with the sanction of the Directors.

(c) The bankruptcy of any holder of Shares in the Company, shall for the purposes of these Articles, operate as a transfer notice by the Trustee in Bankruptcy to take effect 31 days after the bankruptcy aforesaid. On the expiry of such 31 days the Trustee in Bankruptcy shall forthwith comply with the provisions of sub-Article (b) hereof as to lodgment of Share Certificate and fixing of the fair value and shall for the

purpose of sub-article, (b) hereof and the following articles or sub-articles be deemed to be the proposing transferor.

(d) The Shares specified in the transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Ordinary Shareholders (other than the proposing transferor) as nearly as may be in proportion to the existing Ordinary Shares held by them respectively and the offer shall in each case limit the time (not being less than 21 days) within which the same if not accepted, will be deemed to be declined, and may notify to the Members that any Member who desires an allotment of Shares in excess of his proportion shall in his reply state how many excess shares he desires to have, and if all the Members do not claim their proportions, the unclaimed Shares shall be used for satisfying the claims in excess. If any Shares shall not be capable without fractions of being offered to the Members in proportion to their existing holding the same shall be offered to the Members or some of them, in such proportions or in such manner as may be determined by lots to be drawn under the direction of the Directors. 14. 15.

(e) If the Company shall, within the space of one calendar month after being served with such notice, find any Member or Members holding Ordinary Shares willing to purchase the Shares (hereinafter called "the purchasing Member") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the said price, to transfer the Shares to the purchasing Member or Members.

(f) If in any case the proposing transferor after having become bound as aforesaid, makes default in transferring any Shares, the Company may receive the purchase money and shall thereupon cause the name or names of the purchasing Members to be entered in the Register as holders of the Shares, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member and after his name has been entered into the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(g) If the Company shall not, within the space of one calendar month after being served with the transfer notice, find a Member or Members holding Ordinary Shares willing to purchase the Shares, the proposing transferor shall at any time, within three calendar months afterwards, be at liberty to sell and transfer the Shares, or those not placed, to any person and at such price (not to be less by more than ten per cent than the price fixed as aforesaid) as he may think fit. 16. 17.

(h) The Directors may without assigning any reason refuse to register any transfer of a Share (a) where the Company has a lien on the Share or (b) where the whole of the Board of Directors are of the opinion that it is not desirable to admit the proposed transferee to Membership, but Paragraph (b) of this sub-article shall not apply where the proposed transferee is already a Member.

(i) If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 78 18. 19.

NOTICE OF GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

15. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded :-

(a) By the Chairman or

(b) By at least two Members present in person or by proxy, or

(c) By any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting right of all the Members having the right to vote at the Meeting, or

(d) By a Member or Members holding Shares in the Company conferring a right to vote at the Meeting, being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid upon all Shares conferring that right. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

DIRECTORS.

17. Unless, and until determined by the Company in General Meeting the number of the Directors shall be not less than two or more than seven. The present Directors of the Company are James Francis Beasley, Gwendoline Florence Beasley, Jeremy Griffin Beasley, John Richmond Beasley and Wilfred William Hawkins and they shall be known as "Permanent Directors" and none of them shall be subject to retirement by rotation nor taken into account in determining the retirement of Directors and Regulations 89 and 90 of Part I of Table A shall be modified accordingly.

18. A Director need not hold any Share in the Company.

19. Any person may be appointed or elected as a Director what-

ever may be his age, and no Director need vacate his office by reason of his attaining or having attained the age of 70 years or any other age.

20. The Directors shall be paid such travelling, hotel and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses in connection with their attendance at Meetings of Directors and at General Meetings.
21. A Director of the Company may be or become a Director or other officer of or otherwise interested in any Company promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of or from his interest in such other Company unless the Company in General Meeting otherwise direct.
22. A Director may vote as Director in regard to any contract or arrangement with the Company 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. Clause 84 of Part I of Table A shall be modified accordingly.
23. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held.
24. Any employee of the Company whether or not he shall hold a Share or Shares in the Company shall be eligible as an Employee Director and in respect of Employee Directors the following provisions shall apply:-
- (a) The Directors of the Company (other than Employee Directors) may from time to time appoint any employee to be an Employee Director of the Company provided that there shall not at any time be more Employee Directors than there are Directors other than Employee Directors.
- (b) Each Employee Director shall be entitled by way of remuneration for his services as an Employee Director (in addition to any other salary wages or remuneration payable to him by the Company) to such sum as the Directors (other than the Employee Directors) with the sanction of the Company in General Meeting shall from time to time determine.
- (c) Each Employee Director shall retire from Office at the Annual General Meeting next following the date of his appointment and at every subsequent Annual General Meeting, but shall be eligible for re-appointment then or at any subsequent time.
- (d) An Employee Director shall not be disqualified from acting by holding a place of profit under the Company but shall vacate his office on the happening of any of the events which would involve his vacating office if he were a Director (other than an Employee Director) or if he shall leave the Company's employ.

(e) The Directors (other than the Employee Directors may at any time remove any Employee Director from Office by resolution or by notice in writing signed by the Directors (other than the Employee Directors) and in exercising such rights they shall not be required to give any reason for the removal of an Employee Director.

(f) An Employee Director (unless his authority hereunder shall in writing be determined either severally or specifically in regard to any particular or class of attendance vote right or power by a majority of the Directors)(other than the Employee Directors) shall be entitled to attend a Meeting of the Directors and to vote at any such Meeting and to exercise any of the rights or powers conferred upon the Directors by these Articles or by the Act.

MANAGING DIRECTOR

25. Any Managing Director or Manager may from time to time be vested by the Board with all or any of the powers of the Directors (except the power to make calls, borrow money, issue debentures or forfeit Shares) as such Board may think fit.
26. When there is only one Ordinary Director of the Company all the powers of the Board of Directors shall be vested in him.

ALTERNATE DIRECTORS

27. Any Director shall have power to nominate in writing any person to act as Alternate Director at any Board Meeting at which he is not present personally, and at his discretion to remove by notice in writing to such Alternate Director and to the Company respectively any such Alternate Director and upon any such appointment being made any Alternate Director shall be subject in all respects to the terms and conditions existing in regard to the other Directors of the Company, but shall not be entitled to any remuneration unless the Company shall with the previous written consent of the Director appointing or who has appointed him vote remuneration to any Alternate Director. Any instrument appointing an Alternate Director shall be delivered to and retained by the Company.

RESERVE.

28. The Directors may establish a reserve to be called "the Capital Reserve" and may either carry to the credit of such Reserve from time to time all moneys realized on the sale of any investments property and assets of the Company in excess of the book price of the same, or apply the same in providing for depreciation or contingencies. Such Capital Reserve and all other moneys in the nature of accretion of Capital, whether on sale of investments, property or assets of the Company or otherwise shall be treated for all purposes as capital moneys and not as profits available for dividend. Any losses realised on the sale of any investments, property or assets of the Company may be carried to the debit of the Capital Reserve, except in so far as the directors shall in their discretion decide to make good the same out of other funds of the Company.

CAPITALISATION OF PROFITS.

29. The Company in General Meeting may upon the recommendation of the Directors resolve that its Capital Reserve may be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend on Ordinary Shares and in the same proportions and such distribution may be applied (a) in or towards paying up any amounts for the time being unpaid on any Shares held by such Members or (b) by paying up in full unissued Shares of the Company of such class and with and subject to such rights as may be prescribed by the Resolution creating the same but so nevertheless that any such unissued shares be allotted as fully paid up bonus shares to and amongst such Members in the proportions aforesaid of (c) by payment in Cash to and amongst such Members in the proportions aforesaid or (d) partly in one or more of the said ways and partly in the others.

30. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalise thereby and all allotments and issues of fully paid bonus Shares and all payments in Cash and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in Cash or otherwise as they think fit in the case of Shares becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an Agreement with the Company in relation to all matters affecting the distribution and any agreement made under such authority shall be effective and binding on all such Members.

BORROWING POWERS OF DIRECTORS.

31. The Directors may exercise all the powers of the Company to borrow money as they think fit 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 the debt, liability or obligation of the Company or of any third party and any re-issue Debentures or Debenture Stock paid off and without any restriction whatsoever as to the amount or the aggregate amount of the money so borrowed.

DISQUALIFICATION OF DIRECTORS.

32. The Office of Director shall be vacated if the Director :-
- (a) Ceases to be a Director by virtue of Section 182 or 185 of the Act, or,
 - (b) He becomes bankrupt or makes any arrangement or composition with his creditors generally, or,
 - (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or,
 - (d) Becomes of unsound mind, or,
 - (e) Resigns his Office by notice in writing to the Company, or,

(f) Shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during the period, except where such absence has been caused through illness of a nature otherwise than that which would fall within sub-section (d) hereof.

NOTICES

33. A Notice may be given by the Company to any Member either personally or by sending it by Post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by Post, service of the Notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the Notice, and to have been effected in the case of a Notice of Meeting at the expiration of 24 hours after the letter containing the same is posted. If a Member fails to give an address in the United Kingdom to which Notices are to be addressed or sent he shall not be entitled to any Notices of Meetings.

SECRETARY.

34. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. No person shall be appointed or hold Office as Secretary who is :-

(a) The sole Director of the Company, or,

(b) A Corporation, the sole Director of which is the sole Director of the Company, or,

(c) The Sole Director of a Corporation which is sole Director of the Company

A provision of the Act or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

Director :-

on 182 or

nt or

y reason

the

Company 197.800

THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION**Notice of Increase in Nominal Capital.**
*Pursuant to Section 63.*Name
of
Company

Automatic Pressings

REGISTERED Limited.

18 DEC. 1964

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS

29
C14

TO THE REGISTRAR OF COMPANIES.

Automatic Pressings

Automatic Pressings Limited, hereby gives you notice pursuant to

section 62 of The Companies Act, 1948, that by (a) an Ordinary

Resolution of the Company dated the Twenty ninth day of

September, 19 64 the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 60.000

beyond the Registered Capital of £ 60.000

The additional Capital is divided as follows:—

Number of Shares
60.000

Class of Shares
Preference

Nominal amount
of each share
£1

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:— The right to a fixed Cumulative Dividend at 6% per annum; the right in the event of winding up to be paid all arrears of dividend in payments to the Ordinary Shares of the Company; without any further or other rights participate in profits or capital and without any right to attend or vote at Meetings unless Preference Dividend in arrear for twelve months or resolution submitted affecting rights of Preference Shareholders or for winding up. *The shares so issued are not redeemable.*

Signature J. L. Beasley

(State whether Director or Secretary.)

Director.

Dated the 15th day of October 1964

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate 197900

Form 26A.



Automatic Pressings



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED
18 DEC 1934

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

Presented by _____

The NOMINAL CAPITAL of Automatic Pressings

Limited

has by a Resolution of the Company dated Twenty ninth September, 1964.

been increased by the addition thereto of the sum of £ 60.000, divided into

60.000 shares of £ 1 each beyond the Registered Capital of

£60.000

60
100.000

Signature

J. F. Beasley

State whether Director or Secretary Director

Date 15th day of October 19 64

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

1779002

81.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

AUTOMATIC PRESSINGS LIMITED.

Passed the 29th September, 1967

AT an EXTRAORDINARY GENERAL MEETING of Automatic Pressings Limited held at the Company's Registered Office on Friday the 29th September 1967 the Resolutions set out hereunder were duly passed as Ordinary Resolutions namely:-

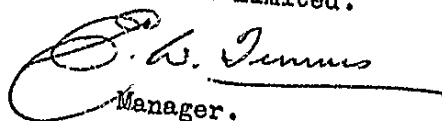
1. That the Capital of the Company be increased from £120,000 divided into 60,000 Ordinary Shares of One Pound each and 60,000 6% Preference Shares of One Pound each to £200,000 by the creation of an additional 80,000 Ordinary Shares of One Pound each ranking pari passu in all respects with the existing Ordinary Shares of the Company.
2. That it is desirable to capitalise the sum of Sixty thousand Pounds being part of the undistributed profits of the Company standing as to £33,662.1.11d to the credit of the Capital Reserve Account of the Company and as to £26,337.18.1d to the credit of the Company's Revenue Reserves and Surplus Account which capitalisation is recommended by the Directors of the Company and accordingly that the Directors be and they are hereby authorised and directed to apportion the said sum of Sixty thousand Pounds to the Members of the Company who at the date of the passing of this Resolution are registered as the holders of the Ordinary Shares of the Company and to apply such undistributed profits on their behalf in paying up in full sixty thousand unissued Ordinary Shares of One Pound each in the capital of the Company such shares to be allotted and distributed as fully paid up amongst such members on the basis and in the proportion of one such unissued Ordinary Share for each one Ordinary Share held by them respectively at the date of the passing of this Resolution and on the footing that the shares so distributed shall be treated for all purposes as an increase in the nominal capital of the Company held by such Members and not as income.

J. H. Beasley
Chairman

M

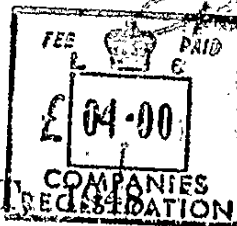
THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2. and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.


Manager.

Company

1979



Form 10.
THE FILING FEE IS 5s.

THE COMPANIES ACT, 1947

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name
of
Company

Automatic Pressings

Limited.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to the Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

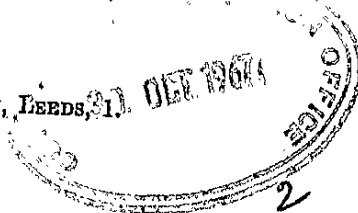
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 2.



TO THE REGISTRAR OF COMPANIES.

Automatic Pressings

_____ Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) an Ordinary

Resolution of the Company dated the Twenty ninth _____ day of _____.

September, 1967, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 80,000

beyond the Registered Capital of £ 120,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

80,000

Ordinary

31

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

Ranking pari passu with the existing Ordinary Shares of the Company

Signature

(State whether Director or Secretary.)
Secretary

Dated the 24th day of October 19 67

(a) "Ordinary," "Extraordinary," or "Special."

(b) *e.g.*, voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate

197900

83.

Form 26A.

+ 2 1/14 / INT

Automatic Pressings

LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Companies Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1936)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

resented by

Hawkins & Co.,

199 Wolverhampton Street.

DUDLEY.

The NOMINAL CAPITAL of Automatic Pressings

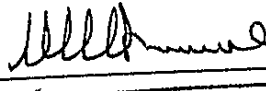
Limited

has by a Resolution of the Company dated 29th September 1967

been increased by the addition thereto of the sum of £ 80,000, divided into

80,000 shares of £ 1- each beyond the Registered Capital of

£120,000

Signature 

State whether Director or Secretary Secretary

Date 24th day of October 19 67

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

72/34
THE COMPANIES ACT, 1948

AUTOMATIC PRESSINGS LIMITED

SPECIAL RESOLUTION

AT an EXTRAORDINARY GENERAL MEETING of the Company
held on the 29th day of November 1967 the following resolution was duly
passed as a Special Resolution namely:-

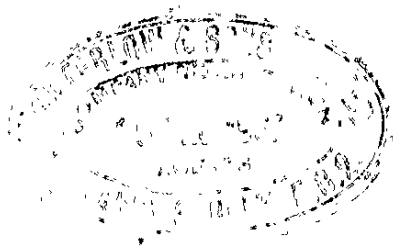
"That sub-paragraph (m) of Paragraph 3 of the Company's
Memorandum of Association shall be cancelled and shall cease
to apply and that in lieu thereof the following provision shall
apply as part of the Company's Memorandum of Association and
shall be numbered 3 (m) therein namely:-

"To support and subscribe to any charitable or public object and
any institution society or club which may be for the benefit of the
Company or its members or employees or may be connected with
any town or place where the Company carries on business; to
give or award pensions annuities gratuities and superannuation
allowances or benefits or charitable aid to any persons who are
or have been Directors of or who are or have been employed by
or who are serving or have served the Company and to the wives
widows children or other relatives or dependents of such persons;
to make payments towards insurance and to set up establish
support and maintain superannuation or other funds or schemes
(whether contributory or non-contributory) for the benefit of any
of such persons and of their wives widows children or other
relatives or dependents".

Chairman.

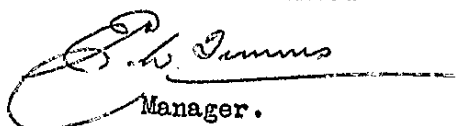
J. P. Beasley

89 DEC 1967



THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2. and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.


Manager.

Memorandum of Association

- of -

*Mfrs of Driving Belt
Fasteners etc.*

AUTOMATIC PRESSINGS, LIMITED.

1. The Name of the Company is "AUTOMATIC PRESSINGS, 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, import, export, buy, sell, act as factors and agents for, and generally trade with and deal in Patented and other kinds of Driving Belt Fasteners, Lacing, Lacing Machines, also Driving Belts and Straps, whether made of balata, india-rubber, leather, canvas, or other woven fabrics or otherwise, and all Accessories; also to trade in like manner in connection with other special or ordinary Machines, Apparatus, Appliances, Tools (including Machine and Edge Tools of every description), Pulleys, Shafting and other Fittings, Implements, Goods, Materials, and Accessories of all kinds required by, desirable, or convenient for saw mills proprietors and timber merchants, owners of bleaching, spinning, weaving, dyeing, and other mills, works and factories, laundries, mines and collieries, railway and tramway undertakings, mechanical, mining, marine, gas, water, electrical, motor car, aviation, and other engineers, millwrights, iron foundries, pottery and brick makers, manufacturing ironmongers, and workers in iron, and other metals, machinists, smiths, builders, cabinet makers, carpenters, joiners, carvers, gilders, coopers, and general workers in wood, boot and shoe makers, and other manufacturers, tradesmen, or persons following industrial or other pursuits needing things provided or dealt in by the Company.
 - (b) To generally trade as Engineering Supply Store Proprietors, and to conduct and carry on on the Company's own account all or any businesses mentioned in the preceding Sub-Clause (a); also to trade with and Deal in Metal, Asbestos, India-rubber, Gutta, Percha, Balata, Leather, Canvas, Wood, Glass, Porcelain, Ivory, Bone, Hair, Flax, Cotton, Jute, and other like Materials; also in Anti-corrosive, Damping-resisting, or other Enamels, Compositions, Paints, Liquids, Compounds, and Preparations for the Protection, Preservation, and Decoration of Ships, Piers, Engines, Boilers, Buildings, Metal Work, Wood Work, and any other Property; Lubricating, Illuminating, and other Oils; likewise to trade as Chemical Engineers and Manufacturers, and to utilise, turn to account, and render profitable or in any way beneficial any Chemical and Allied Waste Materials, Substances, Stuffs, Gases, Liquids, and any Products, By - Products, Residues, or things whatsoever.

- (c) To undertake, perform, and carry out all or any of the functions or operations ordinarily or which can conveniently and advantageously be performed or carried out by contractors for structural and other ironworks, hardware factors, manufacturers' and general commission merchants and agents, and generally to carry on all kinds of Agency business, particularly in regard to machines, engineering requirements, metal and other goods and materials appertaining thereto, and in any kindred classes, also labour and time-saving inventions, apparatus, and appliances of any description, industrial and household articles and accessories of a novel and useful kind and in regard to things comprised in hardware and allied departments.
- (d) To carry on any other business or businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (e) To acquire by purchase, lease, exchange, or otherwise, either for an estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent, any lands, tenements, hereditaments, and premises of any tenure, whether subject to any charges or incumbrances or not, and to hold or to sell, let, alienate, mortgage, charge, or otherwise deal with all or any of such lands, tenements, hereditaments, or premises.
- (f) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, offices, or works for the purposes of the Company.
- (g) 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.
- (h) 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.
- (i) To borrow or raise money in such manner as the Company shall think fit, either by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (j) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To remunerate any person, firm, or company rendering services to this 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.

- (l) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same.
- (m) To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company or its members or employees or may be connected with any town or place where the Company carries on business; to give or award pensions annuities gratuities and superannuation allowances or benefits or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company and to the wives, widows, children or other relatives or dependents of such persons; to make payments towards insurance and to set up establish support and maintain superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives widows children or other relatives or dependents.
- (n) To promote any other company for the purpose of acquiring all or any of the property 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 any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) 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, whether in cash or for shares, debentures, or securities of any company purchasing the same, or otherwise as the Company may think proper.
- (p) To distribute among the Members of the Company in kind any 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.
- (q) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound each, The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise as the Company may from time to time by Special Resolution determine.

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
J. H. BEASLEY, Highfield House, Blackheath, Birmingham. Surgeon.	One.
GEO. N. HALL, 6 Mackmillan Road, Rowley Regis, Staffs. Engineer.	One.

DATED the 12th day of May, 1924.

WITNESS to the above Signatures:-

JAMES P. WHITEHORN,
Clerk to Messrs. Jobson & Marshall,
Solrs.,
Dudley.

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.

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DATED the 12th day of May, 1924.

WITNESS to the above Signatures:-

JAMES P. WHITEHORN,
Clerk to Messrs. Jobson & Marshall,
Solrs.,
Dudley.

o. of Company 197900

94
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

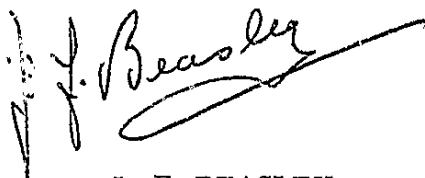
OF

AUTOMATIC PRESSINGS LIMITED

Passed the 14th day of June 1973

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Halesfield Industrial Estate Telford in the County of Salop on Thursday the 14th day of June 1973 the subjoined RESOLUTION was duly passed as an EXTRAORDINARY RESOLUTION namely:-

That the Capital of the Company be increased from £200,000 divided into 60,000 6% Cumulative Preference Shares of £1 each and 140,000 Ordinary Shares of £1 each to £206,000 by the creation of an additional 6,000 6% Cumulative Preference Shares of £1 each to rank pari passu in all respects with the existing 6% Cumulative Preference Shares of the Company.



J. F. BEASLEY

Chairman



Company 197900 / 95

CNR 30p

THE COMPANIES ACTS 1948 TO 1967

Notice of Increase in Nominal Capital.

pursuant to Section 63 of the Companies Act, 1948.

Name
of
Company

AUTOMATIC PRESSINGS

Limited. *

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 122, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

* "Limited" if not applicable.

Printed by Hawkins & Co.

199 Wolverhampton St. Dudley.

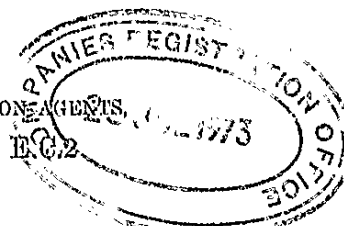
Director's Reference A29.2.16.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

Waterlow House, Worship Street, London, E.C.2



No. of Certificate 197900

196

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37/10/73

[C.A. 39]
1/61.



AUTOMATIC PRESSINGS



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

- aug

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

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WATERLOW & SONS LIMITED

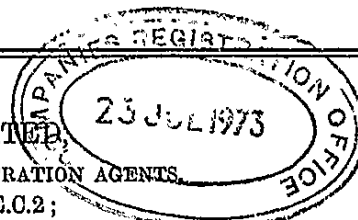
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

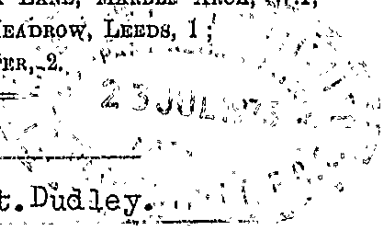
12 & 14, BROWN STREET, MANCHESTER, 2.



Presented by

Hawkins & Co.,

199 Wolverhampton St. Dudley.



The NOMINAL CAPITAL of _____

AUTOMATIC PRESSINGS

Limited

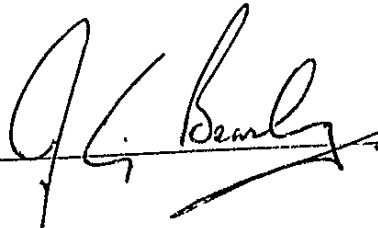
has by a Resolution of the Company dated 14th June 1973

been increased by the addition thereto of the sum of £ 6000, divided into

6000 shares of £ 1.00 each beyond the Registered Capital of

£200,000

Signature



State whether Director or Secretary Director

Date 14th day of June 19 73

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

197900/110 9 ECA Act 1972

THE COMPANIES ACTS, 1908 to 1917

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

As amended by Special Resolution passed 29th November 1967
AND

Articles of Association

(Adopting Table "A" with Modifications)

OF

AUTOMATIC PRESSINGS LIMITED

(A Private Company within the meaning of the above Acts)

Incorporated the 14th day of May, 1924

New Articles adopted by Special Resolution passed the 29th of September 1964



Waterlows



Certificate of Incorporation

I HEREBY CERTIFY that AUTOMATIC PRESSINGS LIMITED is this day Incorporated under The Companies Acts, 1908 to 1917, and that the Company is Limited.

GIVEN under my hand at London this Fourteenth day of May One Thousand Nine Hundred and Twenty-Four.

A. E. CAMPBELL-TAYLOR,
Register of Joint Stock Companies.

Fees and Deed Stamps: £3.10s. 0d.

Stamp Duty on Capital: £10.0s. 0d.

THE COMPANIES ACTS 1908 to 1917

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

AUTOMATIC PRESSINGS, LIMITED

1. The name of the Company is "AUTOMATIC PRESSINGS, 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, import, export, buy, sell, act as factors and agents for, and generally trade with and deal in Patented and other kinds of Driving Belt Fasteners, Lacing, Lacing Machines, also Driving Belts and Straps, whether made of balata, india-rubber, leather, canvas, or other woven fabrics or otherwise, and all Accessories; also to trade in like manner in connection with other special or ordinary Machines, Apparatus, Appliances, Tools (including Machine and Edge Tools of every description), Pulleys, Shafting and other Fittings, Implements, Goods, Materials, and Accessories of all kinds required by, desirable, or convenient for saw mills proprietors and timber merchants, owners of bleaching, spinning, weaving, dyeing, and other mills, works and factories, laundries, mines and collieries, railway and tramway undertakings, mechanical, mining, marine, gas, water, electrical, motor car, aviation, and other engineers, millwrights, iron founders, pottery and brick makers, manufacturing iron-mongers, and workers in iron, and other metals, machinists, smiths, builders, cabinet makers, carpenters, joiners, carvers, gilders, coopers, and general workers in wood, boot and shoe makers, and other manufacturers, tradesmen, or persons following industrial or other pursuits needing things provided or dealt in by the Company.

(B) To generally trade as Engineering Supply Store Proprietors, and to conduct and carry on on the Company's own account all or any businesses mentioned in the preceding Sub-Clause (A); also to trade with and Deal in Metal, Asbestos,

FILED with the Registrar of
Companies on the 4th day of
May, 1968.

India-rubber, Gutta-percha, Balata, Leather, Canvas, Wood, Glass, Porcelain, Ivory, Bone, Hair, Flax, Cotton, Jute, and other like Materials; also in Anti-corrosive, Damping-resisting, or other Enamels, Compositions, Paints, Liquids, Compounds, and Preparations for the Protection, Preservation, and Decoration of Ships, Piers, Engines, Boilers, Buildings, Metal Work, Wood Work, and any other Property; Lubricating, Illuminating, and other Oils; likewise to trade as Chemical Engineers and Manufacturers, and to utilise, turn to account, and render profitable or in any way beneficial any Chemical and Allied Waste Materials, Substances, Stuffs, Gases, Liquids, and any Products, By-Products, Residues, or things whatsoever.

(C) To undertake, perform, and carry out all or any of the functions or operations ordinarily or which can conveniently and advantageously be performed or carried out by contractors for structural and other ironworks, hardware factors, manufacturers' and general commission merchants and agents, and generally to carry on all kinds of Agency business, particularly in regard to machines, engineering requirements, metal and other goods and materials appertaining thereto, and in any kindred classes, also labour and time-saving inventions, apparatus, and appliances of any description, industrial and household articles and accessories of a novel and useful kind and in regard to things comprised in hardware and allied departments.

(D) To carry on any other business or businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(E) To acquire by purchase, lease, exchange, or otherwise, either for an estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent, any lands, tenements, hereditaments, and premises of any tenure, whether subject to any charges or incumbrances or not, and to hold or to sell, let, alienate, mortgage, charge, or otherwise deal with all or any of such lands, tenements, hereditaments, or premises.

(F) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, offices, or works for the purposes of the Company.

(G) 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.

(H) 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.

(I) To borrow or raise money in such manner as the Company shall think fit, either by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(K) To remunerate any person, firm, or company rendering services to this 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.

(L) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same.

(M) To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company or its members or employees or may be connected with any town or place where the Company carries on business; to give or award pensions annuities gratuities and superannuation allowances or benefits or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company and to the wives, widows, children or other relatives or dependents of such persons; to make payments towards insurance and to set up establish support and maintain superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives widows children or other relatives or dependents.

(N) To promote any other company for the purpose of acquiring all or any of the property 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, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(O) 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, whether in cash or for shares, debentures, or securities of any company purchasing the same, or otherwise as the Company may think proper.

(P) To distribute among the Members of the Company in kind any 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.

(Q) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise as the Company may from time to time by Special Resolution determine.*

* By Special Resolution passed 12th June 1958 the Share Capital was increased to £60,000 in £1 Ordinary Shares.

By Special Resolution passed 29th September 1964 the Share Capital was increased to £120,000 divided into 60,000 Ordinary and 60,000 Preference shares of £1 each.

By Special Resolution passed 29th September 1967 the Share Capital was increased to £200,000 divided into 140,000 Ordinary and 60,000 Preference shares of £1 each.

By Extraordinary Resolution passed 14th June 1973 the Share Capital was increased to £206,000 divided into 140,000 Ordinary and 66,000 6% Cumulative Preference shares of £1 each.

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>J. H. BEASLEY, Highfield House, Blackheath, Birmingham. <i>Surgeon.</i></p>	ONE
<p>GEO. N. HALL, 6 Mackmillan Road, Rowley Regis, Staffs. <i>Engineer.</i></p>	ONE

Dated the 12th day of May, 1924.

Witness to the above Signatures:—

JAMES P. WHITEHORN,
Clerk to Messrs. Jobson & Marshall,
Sols.,
Dudley.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

AUTOMATIC PRESSINGS, LIMITED

*Adopted by Special Resolution passed on the
29th day of September 1964.*

PRELIMINARY

1. As from the date hereof and subject as hereinafter provided, the Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company. Regulations 3, 5, 24, 32, 58, 60, 71, 75, 77, 78, 88 and 131 of Part I of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A Part I which are incorporated in Table A Part II subject to modifications hereinafter expressed, together with Regulations 2 to 6 inclusive of Table A, Part II contained in Articles 2 to 6 hereof shall constitute the Regulations of the Company. In these Regulations "the Acts" means the Companies Act, 1948.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:—

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to Fifty Provided that where two or more persons hold one or more Shares in the Company jointly they shall for the purpose of this Regulation be treated as a single Member.

(c) Any invitation to the Public to subscribe for any Shares or Debentures of the Company is prohibited.

FILED with the Registrar of Companies
on the 20th day of October, 1964.

(d) The Company shall not have power to issue Share Warrants to Bearer.

3. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any Transfer of any Share, whether or not it is a fully paid Share.

4. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business, save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

5. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

6. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a Statutory Declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of sub-Section (4) of Section 129 of the Act.

SHARES

7. The Shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they may think proper subject nevertheless to Article 2 hereof and provided that no Shares shall be issued at a discount except as provided by Section 57 of the Act.

8. 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.

9. Any Preference Shares may be issued to such persons and in such manner and at such times as the Directors may determine and shall be issued with and subject to the following preferential rights and restrictions that is to say: —

(a) The right to a fixed cumulative dividend at such rate of interest and payable on such dates as shall be determined in and by the Resolution authorising the issue, and

(b) The right in the event of the winding up of the Company to be paid all arrears of dividend in priority to the Ordinary Shares in the Company, and

(c) Without any further or other rights to participate in the profits or capital of the Company, and

(d) Without any right being conferred on the holder thereof to attend or vote at Meetings of the Company unless the Preference Dividend or any Part thereof is in arrear and unpaid for the space of Twelve months or unless a Resolution is to be submitted which affects the rights of the Preference Shareholders or provides for the winding up of the Company or the sale of the undertaking of the Company.

10. Any Preference Shares issued by the Company and declared to be redeemable may (at the option of the Company) be redeemed under Section 58 of the Act upon six calendar months previous notice in writing from the Company and given to the Shareholder or Shareholders concerned or upon such other notice or at such date or upon such conditions or event as may be prescribed by the Resolution authorising the issue.

11. 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 persons 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.

TRANSMISSION OF SHARES

12. A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Shares, except that he shall not, before being registered as a Member in respect of the Share be entitled in respect of it to exercise any right conferred by membership in relation to Meetings of the Company.

TRANSFER OF SHARES

13. The right of transfer of Shares shall be restricted, and the following provisions shall apply:—

(a) Save as provided by sub-article (g) hereof no Shares shall be transferred to a person who is not a Member, so long as any Member is willing to purchase the same at a price to be stated or ascertained as hereinafter in this Article is provided

(b) Except where the transfer is made pursuant to sub-article (g) hereof, the person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice

in writing (hereinafter called "the Transfer Notice") to the Company that he desires to transfer the same and at the same time lodge with the Company the Share Certificates or Certificates. Such notice shall specify the price he fixes as the fair value at which he is prepared to sell each of such Shares and such notice shall constitute the Company his Agent for the sale of the Share to any Member of the Company at the said price. Failing any price being stated, or in the event of the Directors considering the price fixed by the proposing transferor is not the fair value, then on the application of the Directors or the proposing transferor, the fair value shall be fixed by the Auditor for the time being of the Company, who shall certify in writing the sum which in his opinion is the fair value and such sum shall be deemed to be the fair value and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Acts of 1889 to 1934 or Statutes amending same shall not apply. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each share. The transfer notice shall not be revocable except with the sanction of the Directors.

(c) The bankruptcy of any holder of Shares in the Company, shall for the purposes of these Articles, operate as a transfer notice by the Trustee in Bankruptcy to take effect 31 days after the bankruptcy aforesaid. On the expiry of such 31 days the Trustee in Bankruptcy shall forthwith comply with the provisions of sub-Article (b) hereof as to lodgment of Share Certificate and fixing of the fair value and shall for the purpose of sub-Article (b) hereof and the following articles or sub-articles be deemed to be the proposing transferor.

(d) The Shares specified in the transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Ordinary Shareholders (other than the proposing transferor) as nearly as may be in proportion to the existing Ordinary Shares held by them respectively and the offer shall in each case limit the time (not being less than 21 days) within which the same if not accepted, will be deemed to be declined, and may notify to the Members that any Member who desires an allotment of Shares in excess of his proportion shall in his reply state how many excess shares he desires to have, and if all the Members do not claim their proportions, the unclaimed Shares shall be used for satisfying the claims in excess. If any Shares shall not be capable without fractions of being offered to the Members in proportion to their existing holding the same shall be offered to the Members or some of them, in such proportions or in such manner as may be determined by lots to be drawn under the direction of the Directors.

(e) If the Company shall, within the space of one calendar month after being served with such notice, find any Member or Members holding Ordinary Shares willing to purchase the Shares (hereinafter called "the purchasing Member") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the said price, to transfer the Shares to the purchasing Member or Members.

(f) If in any case the proposing transferor after having become bound as aforesaid, makes default in transferring any Shares, the Company may receive the purchase money and shall thereupon cause the name or names of the purchasing Members to be entered in the Register as holders of the Shares, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member and after his name has been entered into the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(g) If the Company shall not, within the space of one calendar month after being served with the transfer notice, find a Member or Members holding Ordinary Shares willing to purchase the Shares, the proposing transferor shall at any time, within three calendar months afterwards, be at liberty to sell and transfer the Shares, or those not placed, to any person and at such price (not to be less by more than ten per cent than the price fixed as aforesaid) as he may think fit.

(h) The Directors may without assigning any reason refuse to register any transfer of a Share (a) where the Company has a lien on the Share or (b) where the whole of the Board of Directors are of the opinion that it is not desirable to admit the proposed transferee to membership, but Paragraph (b) of this sub-article shall not apply where the proposed transferee is already a Member.

(i) If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 78 of the Companies Act, 1948.

NOTICE OF GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

15. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded:—

(a) By the Chairman or

(b) By at least two Members present in person or by proxy, or

(c) By any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting right of all the Members having the right to vote at the Meeting, or

(d) By a Member or Members holding Shares in the Company conferring a right to vote at the Meeting, being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid upon all Shares conferring that right. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

DIRECTORS

17. Unless, and until determined by the Company in General Meeting the number of the Directors shall be not less than two or more than seven. The present Directors of the Company are JAMES FRANCIS BEASLEY, GWENDOLINE FLORENCE BEASLEY, JEREMY GRIFFIN BEASLEY, JOHN RICHMOND BEASLEY and WILFRED WILLIAM HAWKINS and they shall be known as "Permanent Directors" and none of them shall be subject to retirement by rotation nor taken into account in determining the retirement of Directors and Regulations 89 and 90 of Part I of Table A shall be modified accordingly.

18. A Director need not hold any Share in the Company.

19. Any person may appointed or elected as a Director whatever may be his age, and no Director need vacate his office by reason of his attaining or having attained the age of 70 years or any other age.

20. The Directors shall be paid such travelling, hotel and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses in connection with their attendance at Meetings of Directors and at General Meetings.

21. A Director of the Company may be or become a Director or other officer of or otherwise interested in any Company promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of or from his interest in such other Company unless the Company in General Meeting otherwise direct.

22. A Director may vote as a Director in regard to any contract or arrangement with the Company 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. Clause 84 of Part I of Table A shall be modified accordingly.

23. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held.

24. Any employee of the Company whether or not he shall hold a Share or Shares in the Company shall be eligible as an Employee Director and in respect of Employee Directors the following provisions shall apply:—

(a) The Directors of the Company (other than Employee Directors) may from time to time appoint any employee to be an Employee Director of the Company provided that there shall not at any time be more Employee Directors than there are Directors other than Employee Directors.

(b) Each Employee Director shall be entitled by way of remuneration for his services as an Employee Director (in addition to any other salary wages or remuneration payable to him by the Company) to such sum as the Directors (other than the Employee Directors) with the sanction of the Company in General Meeting shall from time to time determine.

(c) Each Employee Director shall retire from office at the Annual General Meeting next following the date of his appointment and at every subsequent Annual General Meeting, but shall be eligible for re-appointment then or at any subsequent time.

(d) An Employee Director shall not be disqualified from acting by holding a place of profit under the Company but shall

vacate his office on the happening of any of the events which would involve his vacating office if he were a Director (other than an Employee Director) or if he shall leave the Company's employ.

(e) The Directors (other than the Employee Directors may at any time remove any Employee Director from Office by resolution or by notice in writing signed by the Directors (other than the Employee Directors) and in exercising such rights they shall not be required to give any reason for the removal of an Employee Director.

(f) An Employee Director (unless his authority hereunder shall in writing be determined either severally or specifically in regard to any particular or class of attendance vote right or power by a majority of the Directors) (other than the Employee Directors) shall be entitled to attend a Meeting of the Directors and to vote at any such Meeting and to exercise any of the rights or powers conferred upon the Directors by these Articles or by the Act.

MANAGING DIRECTOR

25. Any Managing Director or Manager may from time to time be vested by the Board with all or any of the powers of the Directors (except the power to make calls, borrow money, issue debentures or forfeit Shares) as such Board may think fit.

26. When there is only one Ordinary Director of the Company all the powers of the Board of Directors shall be vested in him.

ALTERNATE DIRECTORS

27. Any Director shall have power to nominate in writing any person to act as Alternate Director at any Board Meeting at which he is not present personally, and at his discretion to remove by notice in writing to such Alternate Director and to the Company respectively any such Alternate Director and upon any such appointment being made any Alternate Director shall be subject in all respects to the terms and conditions existing in regard to the other Directors of the Company, but shall not be entitled to any remuneration unless the Company shall with the previous written consent of the Director appointing or who has appointed him vote remuneration to any Alternate Director. Any instrument appointing an Alternate Director shall be delivered to and retained by the Company.

RESERVE

28. The Directors may establish a reserve to be called "the Capital Reserve" and may either carry to the credit of such Reserve from time to time all moneys realised on the sale of any investments property and assets of the Company in excess of the book price of the

same, or apply the same in providing for depreciation or contingencies. Such Capital Reserve and all other moneys in the nature of accretion of Capital, whether on sale of investments, property or assets of the Company or otherwise shall be treated for all purposes as capital moneys and not as profits available for dividend. Any losses realised on the sale of any investments, property or assets of the Company may be carried to the debit of the Capital Reserve, except in so far as the directors shall in their discretion decide to make good the same out of other funds of the Company.

CAPITALISATION OF PROFITS

29. The Company in General Meeting may upon the recommendation of the Directors resolve that its Capital Reserve may be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend on Ordinary Shares and in the same proportions and such distribution may be applied (a) in or towards paying up any amounts for the time being unpaid on any Shares held by such Members or (b) by paying up in full unissued Shares of the Company of such class and with and subject to such rights as may be prescribed by the Resolution creating the same but so nevertheless that any such unissued shares be allotted as fully paid up bonus shares to and amongst such Members in the proportions aforesaid of (c) by payment in Cash to and amongst such Members in the proportions aforesaid or (d) partly in one or more of the said ways and partly in the others.

30. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid bonus Shares and all payments in Cash and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in Cash or otherwise as they think fit in the case of Shares becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an Agreement with the Company in relation to all matters affecting the distribution and any agreement made under such authority shall be effective and binding on all such Members.

BORROWING POWERS OF DIRECTORS

31. The Directors may exercise all the powers of the Company to borrow money as they think fit 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 the debt, liability or obligation of the Company or of any third party and any re-issue Debentures or Debenture Stock paid off and without any restriction whatsoever as to the amount or the aggregate amount of the money so borrowed.

DISQUALIFICATION OF DIRECTORS

32. The Office of Director shall be vacated if the Director

(a) Ceases to be a Director by virtue of Section 182 or 185 of the Act, or,

(b) He becomes bankrupt or makes any arrangement or composition with his creditors generally, or,

(c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or,

(d) Becomes of unsound mind, or,

(e) Resigns his Office by notice in writing to the Company, or,

(f) Shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during the period, except where such absence has been caused through illness of a nature otherwise than that which would fall within sub-section (d) hereof.

NOTICES

33. A Notice may be given by the Company to any Member either personally or by sending it by Post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by Post, service of the Notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the Notice, and to have been effected in the case of a Notice of Meeting at the expiration of 24 hours after the letter containing the same is posted. If a Member fails to give an address in the United Kingdom to which Notices are to be addressed or sent he shall not be entitled to any Notices of Meetings.

SECRETARY

34. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. No person shall be appointed or hold Office as Secretary who is:—

(a) The sole Director of the Company, or,

(b) A Corporation, the sole Director of which is the sole Director of the Company, or,

(c) The sole Director of a Corporation which is sole Director of the Company.

A provision of the Act or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

We hereby certify that this is a true copy of the Memorandum and Articles of Association of Automatic Pressings Ltd. incorporating all amendments of the European Communities Act 1972.

C/N 289886/5

197900/✓
107

Number of Company:

THE COMPANIES ACTS 1948 TO 1976

J.1243 5926 CH. 0040.00 ✓

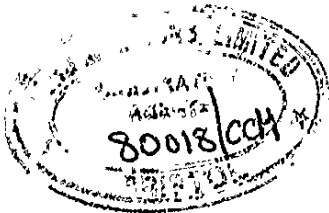
SPECIAL RESOLUTION
(Pursuant to Section 141(2) of the Companies Act 1948)

OF
AUTOMATIC PRESSINGS,
LIMITED ✓

Passed the 18th day of January 1978

At an Extraordinary General Meeting of the Members
of the above-named Company, duly convened and held on the
18th day of January 1978 the following
SPECIAL RESOLUTION was duly passed:- ✓

That the name of the Company be changed to
BAT BUILDING & ENGINEERING PRODUCTS LIMITED ✓



J. C. Bandy
CHAIRMAN. ✓





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 197900

108

I hereby certify that

AUTOMATIC PRESSINGS LIMITED

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

BAT BUILDING & ENGINEERING PRODUCTS LIMITED

Given under my hand at Cardiff the 8TH FEBRUARY 1978

D. A. Pindlebury
D. A. PENTLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1908 to 1917

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BAT BUILDING & ENGINEERING PRODUCTS LIMITED

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this company's Memorandum of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Community Act 1972.

4-428
JORDAN & SONS LIMITED

1. *The name of the Company is "BAT BUILDING & ENGINEERING PRODUCTS LIMITED".

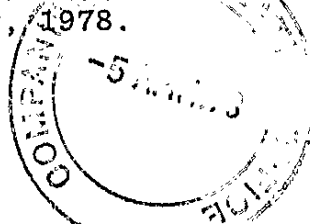
2. The Registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) To manufacture, import, export, buy, sell, act as factors and agents for, and generally trade with and deal in Patented and other kinds of Driving Belt Fasteners, Lacing, Lacing Machines, also Driving Belts and Straps, whether made of balata, india-rubber, leather, canvas, or other woven fabrics or otherwise, and all Accessories; also to trade in like manner in connection with other special or ordinary Machines, Apparatus, Appliances, Tools (including Machine and Edge Tools of every description), Pulleys, Shafting and other Fittings, Implements, Goods, Materials, and Accessories of all kinds required by, desirable, or convenient for saw mills, proprietors and timber merchants, owners of bleaching, spinning, weaving, dyeing, and other mills, works and factories, laundries, mines and collieries, railway and tramway undertakings, mechanical, mining, marine, gas, water, electrical, motor car, aviation, and other engineers, millwrights, iron founders, pottery and brick makers, manufacturing ironmongers, and workers in iron, and other metals, machinists, smiths, builders, cabinet makers, carpenters, joiners, carvers, gilders, coopers, and general workers in wood, boot and shoe makers, and other manufacturers, tradesmen, or persons following industrial or other pursuits needing things provided or dealt in by the Company.

(B) To generally trade as Engineering Supply Store Proprietors, and to conduct and carry on on the Company's own account all or any businesses mentioned in the preceding Sub-Clause (A); also to trade with and Deal in Metal, Asbestos, India-rubber, Gutta-percha, Balata, Leather, Canvas, Wood, Glass, Porcelain, Ivory, Bone, Hair, Flax, Cotton, Jute, and other like Materials; also in Anti-corrosive, Damping-resisting, or other Enamels, Compositions,

*The name of the Company was changed from "AUTOMATIC PRESSINGS LIMITED" to "BAT BUILDING & ENGINEERING PRODUCTS LIMITED" on the 8th day of February, 1978.



Paints, Liquids, Compounds, and Preparations for the Protection, Preservation, and Decoration of Ships, Piers, Engines, Boilers, Buildings, Metal Work, Wood Work, and any other Property; Lubricating, Illuminating, and other Oils; likewise to trade as Chemical Engineers and Manufacturers, and to utilise, turn to account, and render profitable or in any way beneficial any Chemical and Allied Waste Materials, Substances, Stuffs, Gases, Liquids, and any Products, By-Products, Residues, or things whatsoever.

(C) To undertake, perform, and carry out all or any of the functions or operations ordinarily or which can conveniently and advantageously be performed or carried out by contractors for structural and other ironworks, hardware factors, manufacturers' and general commission merchants and agents, and generally to carry on all kinds of Agency business, particularly in regard to machines, engineering requirements, metal and other goods and materials appertaining thereto, and in any kindred classes, also labour and time-saving inventions, apparatus, and appliances of any description, industrial and household articles and accessories of a novel and useful kind and in regard to things comprised in hardware and allied departments.

(D) To carry on any other business or businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(E) To acquire by purchase, lease, exchange, or otherwise, either for an estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent, any lands, tenements, hereditaments, and premises of any tenure, whether subject to any charges or incumbrances or not, and to hold or to sell, let, alienate, mortgage, charge, or otherwise deal with all or any of such lands, tenements, hereditaments, or premises.

(F) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, offices, or works for the purposes of the Company.

(G) 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.

(H) 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.

(I) To borrow or raise money in such manner as the Company shall think fit, either by the issue of Debentures or

Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(K) To remunerate any person, firm, or company rendering services to this 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.

(L) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same.

(M) To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company or its members or employees or may be connected with any town or place where the Company carries on business; to give or award pensions annuities gratuities and superannuation allowances or benefits or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company and to the wives, widows, children or other relatives or dependents of such persons; to make payments towards insurance and to set up establish support and maintain superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives widows children or other relatives or dependents.

(N) To promote any other company for the purpose of acquiring all or any of the property 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, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any of such company as aforesaid.

(O) 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, whether in cash or for shares, debentures, or securities of any company purchasing the same, or otherwise as the Company may think proper.

(P) To distribute among the Members of the Company in kind any 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.

(Q) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise as the Company may from time to time by Special Resolution determine.*

*By Special Resolution passed 12th June 1958 the Share Capital was increased to £60,000 in £1 Ordinary Shares.

By Special Resolution passed 29th September 1964 the Share Capital was increased to £120,000 divided into 60,000 Ordinary and 60,000 Preference shares of £1 each.

By Special Resolution passed 29th September 1967 the Share Capital was increased to £200,000 divided into 140,000 Ordinary and 60,000 Preference shares of £1 each.

By Extraordinary Resolution passed 14th June 1973 the Share Capital was increased to £206,000 divided into 140,000 Ordinary and 66,000 6% Cumulative Preference shares of £1 each.

Number } 197900
Company }

115 .
The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

BAT BUILDING & ENGINEERING PRODUCTS

Passed 17th December, 1979

At an Annual General Meeting of the above-named Company, duly convened, and held at

Bat House, Halesfield, Telford

on the 17th day of December, 1979, the following ORDINARY RESOLUTION was duly passed;

RESOLUTION

THAT Messrs Price Waterhouse and Company be and are hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs T. A. Nicklin and Company to hold office until the next general meeting at which accounts are laid before the Company at a remuneration to be fixed by the Directors.

CERTIFIED TRUE COPY



DMangl
SECRETARY

Company No. 197900

121.
THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Special Resolution
of
BAT BUILDING & ENGINEERING PRODUCTS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Teddington House, Teddington Middlesex on 29th January 1981, the following Special Resolution was duly passed altering the Articles of Association.

Special Resolution

"That the Regulations contained in the printed document produced to the Meeting, and for the purpose of identification marked "A" and signed by the Secretary of this Meeting be approved and adopted as the Articles of Association of the Company in Substitution for, and to the exclusion, the existing Articles of Association thereof"

CERTIFIED TRUE COPY


SECRETARY



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BAT BUILDING & ENGINEERING PRODUCTS LIMITED

1. The regulations contained in Part 11 of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part 1 of Table A and Regulation 5 in Part 11 of Table A shall not apply to the Company.
3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.
5. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.
7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of

service between him and the Company.

8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

9. The proviso to Regulation 79 in Part 1 of Table A shall not apply to the Company.

10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

11. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part 1 of Table A shall not apply to the Company.

13. A Director (including an alternate Director) who has duly declared his interest therein 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 counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part 1 of Table A shall not apply to the Company.

b

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one of more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

Certified True Copy.

*James
Secretaries*

Company No.

197906

20-12-83

138

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

Special Resolution

of

BAT BUILDING & ENGINEERING PRODUCTS LIMITED

At an Extraordinary General Meeting duly convened and held at Halesfield, Telford, Salop on 12th December 1983 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to
BAT BUILDING PRODUCTS LIMITED

Certified True Copy

Secretary

[Signature]



Barclays £40.00
008278

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 197900
739

I hereby certify that

BAT BUILDING & ENGINEERING
PRODUCTS LIMITED

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

BAT BUILDING PRODUCTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 31ST JANUARY 1984


an authorised officer

The Companies Act 1985
Company Limited by Shares
197900 1149
SPECIAL RESOLUTION OF
BAT BUILDING PRODUCTS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company convened and held at Clifton House, 83/89 Uxbridge Road, Ealing, London W5 5TA, on Monday, 10th November 1986, the following resolution was passed as a SPECIAL RESOLUTION:

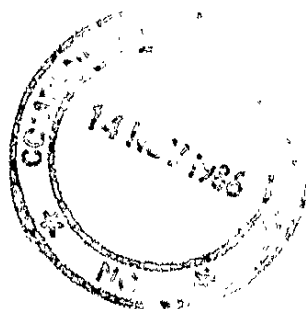
SPECIAL RESOLUTION

"THAT the name of the Company be changed to Expamet U.K. Limited with effect from 1st January 1987."

.....
Chairman



4045 E80 x2
005443



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 197900/150

I hereby certify that

BAT BUILDING PRODUCTS LIMITED

having by special resolution changed its name, is now
incorporated under the name of
EXPAMET U.K. LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST JANUARY 1987


MRS. E. J. JONES

an authorised officer

Ø1

197900

152

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTION OF
EXPAMET U.K. LIMITED

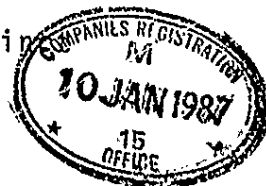
AT AN EXTRAORDINARY GENERAL MEETING of the Company convened and held at Clifton House, 83/89 Uxbridge Road, Ealing, London W5 5TA, on the 1st January 1987, the following resolution was passed as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended by the addition thereto of a new paragraph 3(B) and new paragraph 3(R) as follows:-

3(B) "To purchase or otherwise acquire and take over any business or undertakings which may be deemed expedient or to become interested in and to carry on either on the Company's own account or otherwise or dispose of, remove or put an end to or otherwise deal with any such business or undertakings as may be thought desirable"

3(R) "The objects specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph)



by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and one of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph."

and that the remaining paragraphs of Clause 3 shall be renumbered accordingly.


.....
CHAIRMAN

Company Number 197900

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF

EXPAMET UK LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Clifton House, 83/89 Uxbridge Road, Ealing, London W5 5TA on the 5th day of December 1991, the following Elective Resolutions were passed unanimously, in person or by proxy, by all the Members entitled to attend and vote at the Meeting:-

S.366A - ELECTION TO DISPENSE WITH ANNUAL GENERAL MEETING

"ELECTIVE RESOLUTION"

"That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1992 and subsequent years until this election is revoked."

S.252 - ELECTION TO DISPENSE WITH LAYING OF ACCOUNTS AND REPORTS BEFORE GENERAL MEETING

"ELECTIVE RESOLUTION"

"That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting."

S.386 - ELECTION TO DISPENSE WITH ANNUAL APPOINTMENT OF AUDITORS

"ELECTIVE RESOLUTION"

"That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually."

Certified a true copy.

.....
Secretary



G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

197900

Name of company

* EXPANET U.K. LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3	0	0	6
---	---	---	---

† 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

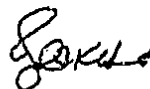
3	0	0	6	1	9	9	2
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of EXPANET INTERNATIONAL PLC_____, company number 152305the accounting reference date of which is 31/12

Signed

[Director][Secretary]† Date 30/6/92

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

For official Use
General Section

Post room

PRINTED AND SUPPLIED BY

Jordan's

JORDAN & SONS LIMITED
JORDAN HOUSE
BRIDGEMAN PLACE
LONDON W1P 8EE
TELEPHONE 01 253 3030
TELEX 266010



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

EXPANET U.K. LIMITED (the "Company")

At an Extraordinary General Meeting of the Company duly convened and held at [Clifton House, 83/89, White Lane, London W5 5TA] on 14 July 1992 the following resolution was duly passed as a special resolution of the Company:-

SPECIAL RESOLUTION

THAT sub-clause (I) of clause 3 of the Memorandum of Association of the Company be altered by the deletion of that sub-clause and the substitution therefor of the following new sub-clause:

- "(I)(i) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon 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, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person including (but without limitation) the holding company of the Company or any company which is a subsidiary of such holding company within in each case the meaning of section 736 of the Companies Act 1985 as amended, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a trust deed or other assurance; and
- (ii) to make advances to any company, firm or person with or without security, and upon such terms as the Company may approve, and either with or without the Company receiving any consideration or advantage, direct or indirect. to give all kinds of guarantees and indemnities (but without limitation) to guarantee the performance of the obligations



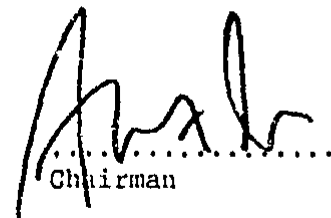
and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985 as amended, or a subsidiary, as defined by the said section, of the Company or of the Company's holding company, or otherwise associated with the Company in business and to create mortgages charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantees or otherwise."

Dated

14

July

1992


.....
Chairman

6963E/1-2



COMPANIES FORM No. 225(1)

225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

197900

Name of company

* EXPAMET U K LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3	1	1	2
---	---	---	---

† 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	1	2	1	9	9	2
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary]~~holding company~~† of

EXPAMET INTERNATIONAL PLC

, company number 152305

the accounting reference date of which is 31/12

Signed

~~Director~~† Secretary† Date 22.6.93

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Jordan's
JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1C 2EF
TELEPHONE 01 253 3030
TELEX 201010



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

J D K Hewitt
Expamet International PLC
Clifton House
83-89 Uxbridge Road
Ealing W5 5TA

For official Use

General Section

Post room



G

COMPANIES FORM No. 244

244

**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**

Pursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989

To the Registrar of Companies
(Address overleaf)

Company number

197 900

Name of company

* EXPANET U.K. LIMITED

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3 1 1 2 1 9 9 2

Signed

[Signature]

Designation†

Secretary

Date

22/10/92

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

J D KHewitt
Expamet International PL
Clifton House
83/89 Uxbridge Road
Ealing W5 5TA

081 840 5070

For official use
D.E.B.

Post room