

LIONEL FREEDMAN
DON HARGREAVES
HAROLD SOLOMONS
PETER COLE
DAVID PINE
EDWARD PYSDEN
GEOFFREY BLOWER
MARK MATTHEWSON
MARY LOU PUTLEY

PETER MORRIS
JOHN BOARDMAN
JOHN WALSH
ANTHONY GOLD
CAROLINE TURNER
JANET KNOWLES
ELIZABETH SHEPHERD
PHILIP WOODS
NEIL WARD

ASSOCIATES
JANE KENDALL
RONALD GRAHAM
MARK BURCH

CONSULTANT
DENIS BARLEY

ALEXANDER, TATHAM & CO.

Solicitors

30 ST. ANN STREET MANCHESTER M2 3DB TEL. 061-236 4444
FAX 061-832 2716 TELEX 666666 LEGALXG BT GOLD NO. 74; NFL 075 DX BOX NO. 14344

Companies Registration Office,
Companies House,
Crown Way,
Maindy,
Cardiff,
CF4 3UZ.

EMS/KJT/4114/3

OUR REF.

YOUR REF.

DATE

19th September 1989

Dear Sirs,

RE: CARTER & BRADBURY LIMITED - COMPANY NO: 240229

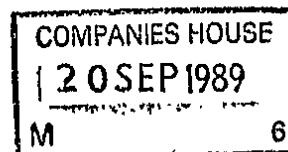
Thank you for your letter dated 13th September.

We now return to you the Resolution duly dated together with the copy of the Memorandum and Articles of Association of Carter & Bradbury.

Yours faithfully,

Alexander, Tatham & Co.

ALEXANDER, TATHAM & CO



240229

THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CARTER AND BRADBURY, LIMITED



CERTIFICATE

WE hereby certify that the above is a true and correct copy of the Memorandum of Association of the Company Limited by Shares, as filed with the Registrar of Companies, in accordance with the Companies Act 1908.

DATED

18/74

S.P. JORDAN & SONS LIMITED

1. The name of the Company is "CARTER AND BRADBURY, 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 commence and carry on the Business of Acetylene Engineers and Manufacturers, Metal Workers and Manufacturers, Electrical Engineers, Consulting Engineers, Boiler Makers, Machinists, Iron and Steel Converters, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in metals, machinery, implements, rolling stock, and hardware of all kinds, and to carry on such other businesses and processes in connection with the above-mentioned businesses as are customarily or usually carried on in connection therewith or are naturally incident to such businesses or any of them.
 - (b) To acquire and undertake all or any part of the business property or assets and assume all or any of the liabilities of any other company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this Company, and to amalgamate with, enter into partnership or make an arrangement for sharing profit, co-operation or union of interest with any such company, firm or person and to pay for the same either wholly or in part in shares, debentures, cash or otherwise.
 - (c) To borrow, or raise money, for the purpose of the Company upon such terms and in such manner as the Company shall think fit.

- (d) To issue at a discount or otherwise bonds, debentures, debenture stock, perpetual or otherwise, mortgages or other instruments with or without a charge upon all or any of the property or assets of the Company including its uncalled capital and with or without preference or priority among different issues and with or without powers to the lenders to convert their securities into shares of the Company and generally upon such terms and in such manner as the Company shall think fit and to establish and provide sinking and reserve funds for redemption or payment of obligations and liabilities.
- (e) To issue and negotiate debentures, debenture stock, charges, promissory notes, bills of exchange or other negotiable instruments and to make, accept, endorse, discount, purchase, sell and deal in promissory notes, bills of exchange or other negotiable or transferable instruments.
- (f) To sell, lease, let on hire, exchange or otherwise dispose of or mortgage or otherwise deal with or turn to account and upon such terms as may be thought expedient the undertaking of the Company or any part thereof and all or any part of the property, rights, privileges, licenses, copyrights, or business of the Company and to accept payment therefor either in cash or in shares, debentures or other securities of any other company and either by a fixed payment or payments or conditional upon or varying with earnings, profits or any contingency and generally upon such terms as the Company may think proper.
- (g) To pay for any property, business or rights acquired by or services rendered to the Company either wholly or partly in cash or by the issue of shares wholly or partly paid up, or by the issue of debentures or debenture stock or other securities of the Company and generally upon such terms as the Company may determine.
- (h) To accept payment for any property, business or rights sold or otherwise disposed of or dealt with or services rendered by the Company wholly or partly in cash or in fully paid-up shares or in debentures or debenture stock or other securities of any company or corporations and generally on such terms as the Company may determine.
- (i) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of the whole or any part of the property, assets, or liabilities

of this Company, or shall be in any manner calculated to advance directly or indirectly the interests of this Company, and to underwrite or subscribe for or acquire and hold shares, stock and securities of or guarantee the payment of any securities or other obligations of any such company.

- (j) To sell or let any mill, warehouse, office, workshop, showroom, or other building or part of a building and any real or personal property belonging to the Company for any period and purposes and upon any terms.
- (k) To purchase, take on lease or lay out land for building purposes and to build on, improve, let or take on building leases, advance money to persons building or otherwise develop the same in such manner as may seem expedient to the Company's interests.
- (l) To unite, co-operate or amalgamate with, lend money to, subsidise or otherwise assist any person, company, corporation or association already or hereafter to be established for or engaged in objects similar or analogous to those of this Company, or about to engage in any business or transaction which this Company is authorised to engage in and to acquire by original subscription or otherwise and hold, sell or otherwise dispose of shares, stocks, debentures or debenture stocks, or any interests in the revenues or profits of any such company, corporation or association so formed or of any company, association or partnership carrying on any business capable of being conducted so as to directly or indirectly to benefit this Company.
- (m) To lend, invest, or otherwise deal with moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (n) To lend money to such persons and on such terms as may seem expedient and in particular to persons having dealings with the Company and to give any guarantee or indemnity as may seem expedient.
- (o) To grant options over any shares of the Company at such times and in such manner and either at par or at a premium or as fully or in part paid up and generally upon such terms and conditions in every respect as the Company shall think fit.

- (p) To grant donations to, and subscribe to, or aid in the establishment and support of associations or institutions calculated to benefit persons employed by, or having dealings with the Company, and to subscribe money or otherwise assist charitable or benevolent objects.
 - (q) To adopt such means of making known all or any part of the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books, magazines, trade journals and periodicals, and by granting prizes, awards, and donations.
 - (r) To remunerate, by way of commission or otherwise, any person or persons, ~~company or companies~~, for services rendered or to be rendered to the Company, and particularly in placing or assisting to place, or guaranteeing the placing of any shares or securities of the Company, or in or about the formation or promotion thereof or the conduct of its business.
 - (s) To distribute any of the property and assets of the Company among its members in specie or otherwise.
 - (t) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and either alone or in partnership, or in conjunction with any persons, firms, associations or other companies, or public or other bodies, or institutions.
 - (u) To do all such things as may seem incidental or conducive to the attainment of the objects of the Company or any of them, and so that the word "Company" in this Clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.
4. The liability of the members is limited.
5. The nominal Share Capital of the Company is £120,000 divided into 98,400 Ordinary Shares of £1 each and 21,600 Preferred Ordinary Shares of £1 each.
6. The Company has power from time to time to increase or reduce its capital and to issue any shares in the original or new capital as ordinary, preferred or deferred shares and to attach to any class or classes of such shares any

preferences, rights, privileges, priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.