

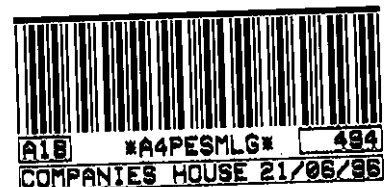
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Company Number: 341841

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS
of



METALLIFACTURE LIMITED

We, the undersigned, being all the members of the Company who at the date hereof are entitled to attend and vote at any General Meeting of the Company **HEREBY RESOLVE** to the intent that these resolutions shall be as effectual as if they had been passed as Elective Resolutions and a Special Resolution (as the case may be) at a General Meeting duly convened and held, as follows:-

ELECTIVE RESOLUTIONS

1. That the Company elects to dispense with the holding of an Annual General Meeting in 1994 and all subsequent years in accordance with Section 366A Companies Act 1985.

"FOR INFORMATION ONLY"
— THIS RESOLUTION PROCESSED SEPARATELY
2. That the Company elects to dispense with the laying of accounts and reports before the Company in General Meeting in 1994 and all subsequent years in

"FOR INFORMATION ONLY"
— THIS RESOLUTION PROCESSED SEPARATELY

accordance with Section 252 Companies Act 1985.

3. That the Company elects to dispense with the obligation to appoint auditors annually in accordance with Section 380 Companies Act 1985.
4. That the Company elects that the provisions of Section 80A Companies Act 1985 ("the Act") shall apply, so that the directors of the Company are generally and unconditionally authorised (provided that no shares are to be issued at a discount) for the purposes of Section 80 of the Act to exercise any power of the Company to allot relevant securities (as defined in the Companies Act 1985) up to a maximum amount in nominal value equal to the authorised but unissued share capital of the Company at time or times during an indefinite period from the date of this resolution.

SPECIAL RESOLUTION

5. That the Regulations attached hereto be and the same are adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

Dated: 20/7 1995

Name of Shareholder

J. BENJAMIN

BULLBOUGH PLC

BULLBOUGH ELECTRIC LIMITED

Signature

[Signature]
[Signature]
[Signature]

Company No:- 341841

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
of
METALLIFACTURE LIMITED

(adopted by Special Resolution passed on 20 July 1995)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company. The Articles hereinafter contained and the Regulations of Table A (subject to the modifications hereinafter expressed) shall constitute the Articles of Association of the Company.
2. In these Articles the expression "the Act" shall mean the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

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SHARES

3. 3.1 Subject to Article 24 below, and in accordance with an elective resolution passed by the Company on the date of the adoption of these Articles the Directors are generally and unconditionally authorised (provided that no shares are issued at a discount) for the purposes of Section 80 of the Act, to exercise any power of the Company to allot relevant securities (as defined in the said Section 80) up to a maximum amount in nominal value equal to the authorised but unissued share capital of the Company at any time or times during an indefinite period from the date of adoption of these Articles.
- 3.2 Subject to Section 80 and 80A of the Act, the authority hereby conferred may at any time be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 3.3 Section 89(1) and Section 90(1) to (6) of the Act shall not apply.

TRANSFER AND TRANSMISSION OF SHARES

4. Notwithstanding execution of an instrument of transfer of a share, the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
5. 5.1 Regulation 24 of Table A shall not apply to the Company. The Directors shall not be entitled to refuse to register any transfer of any share if the same has been lodged with the Company by or on behalf of Bullough plc.
- 5.2 The provisions of this Article 5 shall apply to renunciations and nominations of shares and/or of the right to subscribe for shares in like manner as they apply to transfers of shares.

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GENERAL MEETINGS

6. 6.1 Notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
 - 6.2 Any form of proxy given by or on behalf of a corporation, whether or not a company within the meaning of the Act, need not be given under seal but may be signed by any duly authorised representative.
 - 6.3 Regulation 40 of Table A shall not apply to the Company. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
7. Whensoever and so long as the Company shall be within the terms of Sections 736 and 736(A) of the Act a subsidiary of another company or a subsidiary of a company which is itself a subsidiary of that other company (in this Article the other company is referred to as Bullough plc) a resolution in writing executed by or on behalf of Bullough plc shall be as valid and effectual as if it had been passed as an ordinary, special or elective resolution at a General Meeting of this Company duly convened and held.

ALTERNATE DIRECTORS

8. 8.1 Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company.
- 8.2 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and

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by Bullough plc and who is willing to act, to be an alternate Director. Any Director may, and shall if so required by Bullough plc, remove from office an alternate Director so appointed by him. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) take effect only upon receipt of such written appointment or removal at the registered office of the Company.

- 8.3 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- 8.4 An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence and to receive notice of all General Meetings. It shall not be necessary to give notice of any such meeting to an alternate Director who is at the relevant time absent from the United Kingdom.
- 8.5 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director. The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office.
- 8.6 A Director, or any such other person as is mentioned in Article 8.2 above

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may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

- 8.7 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

APPOINTMENT AND RETIREMENT OF DIRECTORS

9. In addition and without prejudice to the provisions of Section 303 of the Act whensoever and so long as the Company shall be within the terms of Sections 736 and 736(A) of the Act a subsidiary of another company or a subsidiary of a company which is itself a subsidiary of that other company (in this Article 9 the other company is referred to as Bullough plc) Bullough plc shall have power from time to time and at any time:
- 9.1 to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed;
- 9.2 to appoint any person or persons to the office of managing director and/or any other executive office for such period and on such terms as it shall think fit and to remove any person or persons from any such office howsoever appointed.

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Any such appointment or removal shall be effected by notice in writing to the Company signed by or on behalf of Bullough plc. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the company, or to the Secretary, or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

10. Subject to the prior written approval of Bullough plc the Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Article 11 below, as the maximum number of Directors for the time being in force.
11. Regulation 64 of Table A shall not apply. Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than one.
12. Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company and the Directors shall not be required to retire by rotation. The final sentence of Regulation 84 of Table A shall not apply to the Company.
13. Every Director for the time being of the Company shall hold office until his office shall be vacated by or pursuant to the Regulations of the Company.
14. Any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

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PROCEEDINGS OF DIRECTORS

15. Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company. A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
16. All or any of the Directors or any committee thereof may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is then present.
17. A telex, cable, telegram or facsimile approval of a circulated proposal shall rank as a signed document by a director for the purpose of constituting a written resolution within Regulation 93 of Table A.

DIRECTOR'S REMUNERATION

18. Without prejudice to Regulations 83 and 84 and otherwise in Table A the Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such

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Director in addition to or in substitution for his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, commission or a percentage of profits or by any or all of those modes.

19. In addition to and without prejudice to the provisions of the Articles of Association of the Company and subject to the Directors obtaining the prior written consent of Bullough plc before exercising any of the powers in this Article 19, the Directors (notwithstanding that all or any of them may be personally interested) may exercise all the powers (express or implied) of the Company howsoever relating to the establishment and maintenance and/or modification and/or discontinuance and/or winding up of pension, life insurance and/or superannuation schemes, policies and arrangements and of subscription and/or guarantee of money for charitable, political and/or benevolent purposes.

SHARE CERTIFICATES

20. No share certificate need be sealed with the seal although it should be executed as a deed by the Company. Regulation 6 of Table A shall be construed accordingly.

NOTICES

21. A notice may be given to the Company or to any officer of the Company by leaving the same at or by sending it by post in a prepaid envelope to the registered office of the Company.

WINDING UP

22. Regulation 117 of Table A shall not apply to the Company. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the

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members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and with like sanction determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

23. Regulation 118 of Table A shall not apply to the Company. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs charges and expenses losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including but without limitation any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

SPECIAL ARTICLE

24. Whensoever and so long as the Company shall be within the terms of Sections 736 and 736(A) of the Act a subsidiary of another company or a subsidiary of a company which is itself a subsidiary of that other company (in this Article 24 the other company is referred to as Bullough plc) the Directors of the Company (collectively or individually) shall not carry into effect any of the following matters

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unless the prior written approval of Bullough plc as evidenced by a written authority signed by a director of Bullough plc has first been obtained. The matters are:-

- 24.1 committing capital expenditure (which includes rental, contract hire, lease or hire purchase agreements) in excess of £3,000 (or such other amount as from time to time determined by Bullough plc);
- 24.2 the recruitment of employees or consultants with annual remuneration in excess of £25,000 (or such other amount as from time to time determined by Bullough plc) and the entering into of all service or other agreements relating to such employees or consultants;
- 24.3 the payment of commission to any Director;
- 24.4 the entering into of any agreements or arrangements relating to the acquisition and/or disposal of a company and/or a business and/or assets;
- 24.5 the entering into of leases of premises, distribution, agency, licence and similar agreements;
- 24.6 the alteration of the Share Capital of the Company;
- 24.7 the establishment and modification of any pension, life assurance or superannuation schemes and unfunded or ex gratia pension arrangements; and
- 24.8 the granting of any mortgage or charge over the assets of the Company.

The provisions of this Special Article shall in the event of any conflict with the terms of the other provisions of these Articles take precedence.