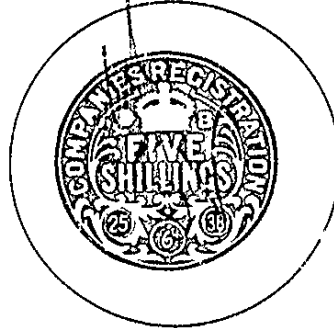


"THE COMPANIES ACT, 1929."

REGISTERED
27 JUN 1938



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the
Companies Act, 1929, made pursuant to S. 15 (2) of the said Act, on behalf
of a Company proposed to be registered as CANAL STREET ENGINEERING
COMPANY,

LIMITED.

presented for registration by

SHAW & BLAKE LTD.
37, Surrey Street, Strand, London, W.C.2.

34, CASTLE GATE, NOTTINGHAM.

34, CASTLE GATE, NOTTINGHAM.

PHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2
and 37, Surrey Street, Strand, London, W.C.2

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

(*) Here insert either:
"A Solicitor of the
Supreme Court en-
gaged in the forma-
tion,"

or
"A person named in
the Articles of
Association as a Direc-
tor" (or Secretary)
"whichever the case."

of

"The Gables"

134 Loughborough Road,

West Bridgford, Nottingham.

Do solemnly and sincerely declare that I am *"a person named
in the Articles of Association as a Director"*

(13)

of

Canal Street Engineering Company

Limited,

and That all the requirements of the Companies Act, 1929, in respect
of matters precedent to the registration of the said Company and
incidental thereto have been complied with. And I make this solemn
Declaration conscientiously believing the same to be true and by virtue
of the provisions of the "Statutory Declarations Act, 1835."

Declared at

14, 14 Friar Lane

in the City of Nottingham

the *22nd* day of *JUNE*,

one thousand nine hundred and thirty *eight*.

before me,

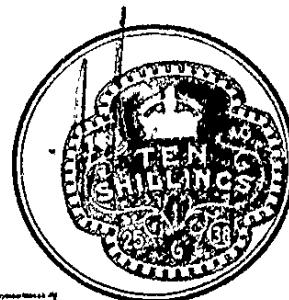
J. D. Stellan

A. Commissioner for Oaths.

Tom Attenborough

No. of Certificate 341841 12

Form No. 25.



COMPANY LIMITED BY SHARES.

CANAL STREET ENGINEERING COMPANY,

REGISTERED

27 JUN 1938

LIMITED.

Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

This Statement must accompany the Memorandum of Association, and other Documents when lodged for registration of the Company.

Presented for registration by

SHAW & BLAKE, LTD.
37, Surrey Street, Strand,
LONDON, W.C.2.

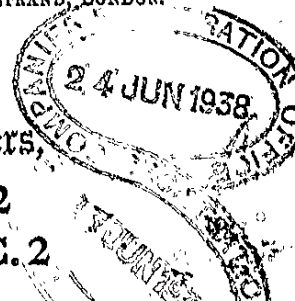
CLARKE, ATTENBOROUGH & CO.,

34, CASTLE GATE, NOTTINGHAM.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2
and 37, Surrey Street, Strand, London, W.C.2



THE NOMINAL CAPITAL

OF

CANAL STREET ENGINEERING COMPANY.

LIMITED,

is One Hundred Pounds,

divided into one hundred Shares

of One Pound each.

Signature *Tom Atterbury*

To be signed by
an Officer
of the Company.

Description *Director*

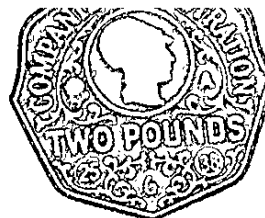
Dated the *22nd* day of JUNE, 1938.

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



341841

3



7/12

General
Quoted

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

REGISTERED
27 JUN 1938

Memorandum of Association

. OF .

Canal Street Engineering Company Limited

1. The name of the Company is "CANAL STREET ENGINEERING COMPANY LIMITED".

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

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

- (a) To carry on the business of refrigeration and cold storage engineers and as manufacturers, repairers, letters on hire and dealers generally in machinery, apparatus, fittings, equipment, plant, appliances, engines, evaporators, tanks, pipes, condensers, boilers, materials, chemicals and compositions of every description concerned with refrigeration and cold storage, and to carry on business also as manufacturing research and wholesale and retail chemists and druggists, manufacturers and refiners of and workers in metals and minerals and alloys of every kind, and as mechanical, electrical, chemical, hydraulic, heating, refrigerating, sanitary, gas, motor and general engineers and contractors, builders, plumbers, builders' merchants, decorators, joiners, glaziers, painters, carpenters, carriers and general store-keepers.

SHAW & BLAKE LTD.
Canal Street Strand,

- (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint venture agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.

- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (m) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.

- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

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><i>Tom Attenborough</i> <i>The Gables</i> <i>134. Loughborough Rd.</i> <i>West Bridgford</i> <i>Nottingham.</i> <i>Engineer.</i></p>	<p><i>One</i></p>
<p><i>Arnold. Wilfred. Pickett.</i> <i>9 Freeman Grove</i> <i>West Bridgford.</i> <i>Nottingham.</i> <i>Engineer.</i></p>	<p><i>One.</i></p>

DATED this *22nd* day of *June*. 1938.

WITNESS to the above signatures :-

P. Attenborough.
34 Castle Gate,
Nottingham.

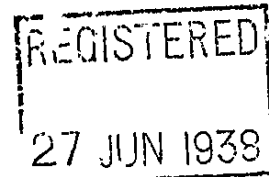
Chartered Accountant.



THE COMPANIES ACT 1929.



COMPANY LIMITED BY SHARES.



Articles of Association

.. OF ..

Canal Street Engineering Company Limited

PRELIMINARY

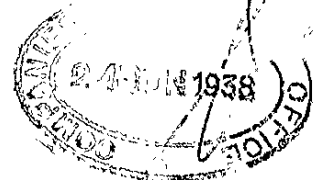
1. The regulations set out in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 66, 69, 72, 101, 104 and 107 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to

SHAW & BLAKE LTD.
37, Surrey Street, Strand,
LONDON, W.O.2.



fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

5. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely, or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent of the price at which the shares are issued.

6. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

7. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The Transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. 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 evidence as the Directors may reasonably require to shew the right of the transferor to make the transfer.

8. The Board of Directors may, without assigning any reason refuse to register any transfer of shares. 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.

PROCEEDINGS AT GENERAL MEETINGS

9. Subject to the provisions of Section 117 (2) of the Act, relating to special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

10. 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 otherwise provided by the regulations of the Company, two members personally present shall be a quorum.

11. 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 result of the show of hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15% of the paid up capital of the Company, and 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 Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

12. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

DIRECTORS

13. The number of Directors shall not be less than two or more than five and the first Directors shall be TOM ATTENBOROUGH and ARNOLD WILFRED PICKERELL.

14. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

15. The qualification of a Director shall be the holding of at least Fifty Ordinary Shares in the Company.

POWERS AND DUTIES OF DIRECTORS

16. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall be vacated :-

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.
- (e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

18. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

19. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

20. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS

21. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

22. The Directors may from time to time entrust to and confer upon the Managing Director or Directors all or any of the powers of the Directors (excepting the power to make calls issue allot or forfeit shares borrow money or issue debentures) as they shall see fit.

INDEMNITY

23. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Tom Atterborough
The Gables
134 Loughborough Road
West Bridgford
Nottingham.
Engineer.

Arnold Wilfred Pickwell.
9. Freeman Grove.
West Bridgford.
Nottingham.

Engineer.

DATED this 22nd day of June. 1938.

WITNESS to the above signatures :-

P. Atterborough.
34 Castle Gate,
Nottingham.

Chartered Accountant.

DUPLICATE FOR THE FILE.

No. 341841



Certificate of Incorporation

I Hereby Certify,

That

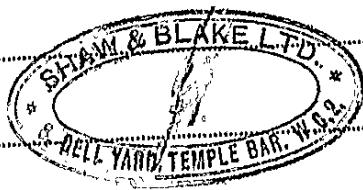
CANAL STREET ENGINEERING COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this ~~twenty-seventh~~ day of ~~June~~ One Thousand Nine Hundred and ~~thirty-eight~~.

Registrar of Companies.

Certificate received by



Date

27/6/39

Number of } 541911
Company }

[Form No. 10.]

"THE COMPANIES ACT, 1929."



COMPANY HAVING A SHARE CAPITAL.



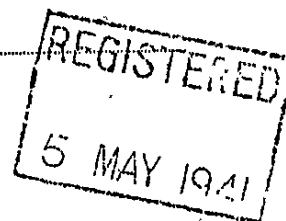
Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

Notice of Increase in the Nominal Capital

OF

CANAL STREET ENGINEERING CO.

LIMITED.



Pursuant to Section 52 of The Companies Act, 1929.

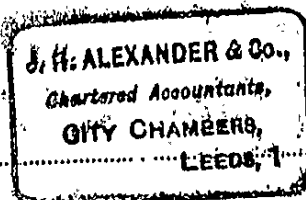
(See Page 2 of this Form)

TELEGRAMS, "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO. 1 HOLBORN 0434 (3 LINES).

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

Presented by



Notice of Increase in the Nominal Capital

OF

CANAL STREET ENGINEERING COMPANY

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) Special Resolution of the Company dated the 17th. day of April 1941, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 300, beyond the Registered Capital of £ 100

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
300	Preference Shares (not redeemable)	£1 each

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

Cumulative dividend at the rate of 6% per annum

Priority of repayment of capital and arrears of Preference Dividend in the event of liquidation.

1 vote per share if the Preferential Dividend should be in arrear and unpaid for twelve months.

Signature

Description (c)

DIRECTOR.

Dated the 17th day

of April 1941.

(a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.

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

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

COMPANY LIMITED BY SHARES

COPY)

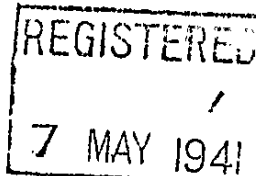
Special Resolution

(Pusuant to the Companies Act, 1929, Sections 117 and 225)

OF

CANAL STREET ENGINEERING COMPANY LIMITED

Passed the 17th day of April, 1941.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened at short notice with the consent of all the Members, and held at 17 CARLTON STREET, NOTTINGHAM, on the 17th day of April, 1941, the following SPECIAL RESOLUTIONS were duly passed :—

- (1) That the Capital of the Company be increased from £100 to £400 by the creation of 300 Preference Shares of £1 each and that such Preference Shares have attached to them the rights and restrictions contained in the following Special Resolutions:—
- (2) That the Articles of Association of the Company be altered in manner following, i.e.,
 - (a) By the addition of the following new Articles :—
 24. The profits of the Company available for distribution and which it shall from time to time be determined to distribute by way of Dividend in respect of any financial year or other period shall be applied firstly in paying to the holders of the Preference Shares a fixed cumulative preference dividend at the rate of 6% per annum on the capital for the time being paid up or credited as paid up on the Preference Shares held by them and the balance shall be distributed amongst the holders of the Ordinary Shares *pro rata* according to the number of Ordinary Shares held by them.
 25. On the winding up of the Company the assets available for distribution amongst the Members of the Company shall be applied in the following order and manner :—
 - (1) Firstly in repaying to the holders of the Preference Shares the amounts paid up on the Preference Shares held by them respectively together with a sum equal to all arrears or accruals of the preferential dividend to which they are entitled under Article 24 down to the date of such repayment whether the same shall have been declared or not and whether or not there shall have been any profits available for the payment thereof.
 - (2) The balance shall be distributed amongst the holders of the Ordinary Shares *pro rata* according to the number of Ordinary Shares held by them respectively.
 - (3) By the deletion of Article 12 and the substitution therefor of the following new Article :—
 12. On a show of hands every Member personally present shall have one vote only and in the case of a poll every Member who is a holder of a Preference Share shall be entitled to one vote for every Preference Share held by him and every Member who is the holder of an Ordinary Share shall be entitled to six votes for each Ordinary Share held by him provided that the holders of the Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holding of Preference Shares unless the preferential dividend to which they are entitled under Article 24 shall be in arrear and unpaid for twelve calendar months.

J. Attenborough

Director.

13

13

CANAL

STREET

ENGINEERING

...COMPANY, LIMITED.

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
15 MAY 1941

、 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 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

J. H. ALEXANDER & Co.,
Chartered Accountants,
CITY CHAMBERS,
LEEDS, 1

1530

The NOMINAL CAPITAL of CANAL STREET ENGINEERING

Company, Limited,

has by a Resolution of the Company dated 17TH. APRIL 1941

been increased by the addition thereto of the sum of £ 300, divided into

300 shares of £ 1. each, beyond the Registered Capital of

£1.00 (ONE HUNDRED POUNDS)

Signature A. W. Pickford.

Description Director

Date 14th May 1941.

This statement should be signed by an Officer of the Company.

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

No. of COMPANY 341,841. / 10.



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

(Pursuant to the Companies Act, 1929, Sections 117 and 225)

23 OCT '941

OF

CANAL STREET ENGINEERING COMPANY LIMITED

Passed on the 8th day of October, 1941.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened at short notice with the consent of all the Members, and held at 19, Carlton Street, Nottingham, on the 8th day of October, 1941, the following SPECIAL RESOLUTION was duly passed:—

"That the Share Capital of the Company be increased by £100 to £500 by the creation of one hundred Ordinary Shares of £1 each, to be issued upon the same terms and conditions as and to rank *pari passu* with the Ordinary Shares in the original Capital of the Company."

[Signature]
Director.

Presented to the Registrar of Companies
on the day of October, 1941.

Number of } 22.11.17
Company

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL.



Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

Notice of Increase in the Nominal Capital

OF

CANAL STREET ENGINEERING COMPANY

23 OCT 1941

LIMITED.

Pursuant to Section 52 of The Companies Act, 1929.

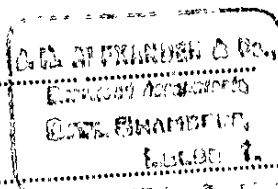
(See Page 2 of this Form)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

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

Presented by



Notice of Increase in the Nominal Capital

OF

ORDINARY

SHARES

INCREASING

COMPANY

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) Special Resolution of the Company dated the 8th day of October 1947, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 100, beyond the Registered Capital of £ 400.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
100	Ordinary Shares	£1.

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

To rank parri passu with the Ordinary Shares in the original capital of the Company.

Signature

Description (c)

Director.

Dated the 8th day of October 1947.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
 (b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
 (c) State whether Director or Manager or Secretary of the Company.

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

No. of Certificate.....341841 / 18

Form No. 26A.



CAITAL STREET ENGINEERING.....COMPANY, LIMITED.

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).

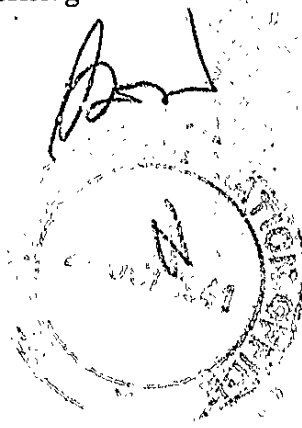
27 OCT 1941

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 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

J. H. ALEXANDER & Co.,
Chartered Accountants,
CITY CHAMBERS,
LEEDS, 1



The NOMINAL CAPITAL of.....

.....Company, Limited,

has by a Resolution of the Company dated..... 25th. OCTOBER 1941

been increased by the addition thereto of the sum of £ 100, divided into

100 Ordinary shares of £ 1. each, beyond the Registered Capital of

FOUR HUNDRED POUNDS.

Signature.....

Description..... DIRECTOR.

Date..... 25th. OCTOBER 1941.

This statement should be signed by an Officer of the Company.

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

No. of Certificate 341841.

COMPANIES ACT, 1929.

SPECIAL RESOLUTION

(Pursuant to Section 19 Sub-Section 1 and
Section 117 Sub-Section 2 of the Companies
Act, 1929)

REGISTERED
24 JUL 1942

OF

CANAL STREET ENGINEERING COMPANY LIMITED.

(Registered Office: City Chambers, Leeds).

At a SPECIAL GENERAL MEETING of Canal Street Engineering Company Limited held at 16 Canal Street in the City of Nottingham on Monday the 6th day of July 1942, in respect whereof the Statutory Notice required to convene such meeting had been dispensed with by the consent of all the persons entitled to be present and to vote thereat the following SPECIAL RESOLUTION was duly passed :-

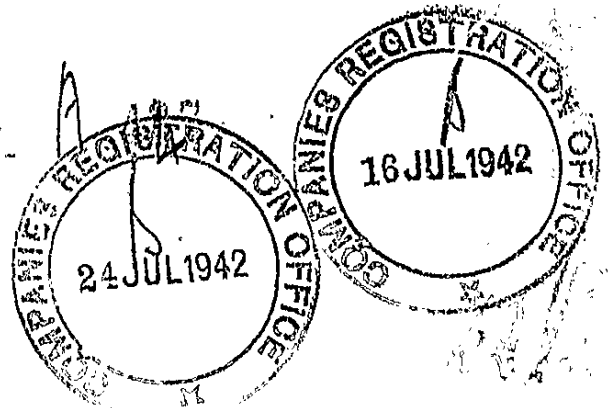
1. That the name of the Company be altered from Canal Street Engineering Company Limited to Metallifacure Limited and that the Company forthwith obtain the consent of the Board of Trade to such alteration and the approval of the Registrar of Companies to the registration of the new name.

Alfred S. Ag...
Secretary.

Filed with the Registrar
of Companies on the 16th
day of July 1942.

Alfred Altman
2, Kings Walk,

A 54 Nottingham.



B

Your Ref.
A/3/2/J.

Temporary address:-
Bedford Hotel,
North Promenade,
Blackpool.
Tel: Blackpool 2635.

[C.D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, 4, Central Buildings, Abchurch Lane, London, E.C. 4. (Telegraphic Address: "Companies," London.) Telephone Number: Whitehall 5140; and that the following number may be quoted:- COS. 2416/42.

BOARD OF TRADE,

18th August, 1942.

Sir,

Canal Street Engineering Company Limited. ✓



With reference to your application of the 15th August, 1942,

I am directed by the Board of Trade to inform you that they approve of

the name of the above-named company being changed to

Metallifacure Limited. ✓



This communication should be tendered to the Registrar of

Companies, Grand Hotel, Llandudno,

as his authority for entering the new name on the Register, and for issuing

his certificate under Section 19 (4) of the Companies Act, 1929. A Postal

Order for 5/- made payable to the Commissioners of Inland Revenue,

must at the same time be forwarded to the Registrar in payment of the

registration fee.

I am, Sir,

Your obedient Servant,

W. S. Rainbird



Alick Altman, Esq.,
2, King's Walk,
Nottingham.

A 1070

DUPLICATE FOR THE FILE.

No. 341841



Certificate of Change of Name.

I hereby Certify That

CANAL STREET ENGINEERING COMPANY LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

METALLIFACTURE LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at ^{Llandudno}~~London~~ this twentieth day of August
One Thousand Nine Hundred and ~~forty~~-two

P. R. Austin

Registrar of Companies.

Certificate received by

Regd. Post.

Date 22 - 8 - 42.

No. of Company 341,841. ²⁴⁴

"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

(Pursuant to the Companies Act, 1920, Sections 117 and 225)

— OF —

METALLIFACTURE LIMITED

Passed on the 4th day of November, 1942.

REGISTERED

9 NOV 1942

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened at short notice with the consent of all the members, and held at 19, Carlton Street, Nottingham, on the 4th day of November, 1942, the following SPECIAL RESOLUTION was duly passed:—

"That the Share Capital of the Company be increased by £1,500 to £2,000 by the creation of one thousand, five hundred Ordinary Shares of £1 each, to be issued upon the same terms and conditions as and to rank *pari passu* with the Ordinary Shares in the original Capital of the Company."

J. C. Saper
Director.

Presented to the Registrar of Companies
on the day of November, 1942.

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL.



Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

Notice of Increase in the Nominal Capital

OF

M E T A L L I F A C T U R E

LIMITED.

REGISTERED

9 NOV 1942

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)

97154-37

TELEGRAMS, "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO. 1 HOLBORN 0434 (3 LINES).

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

Presented by

J. H. ALEXANDER & Co.,
Chartered Accountants,
CITY CHAMBERS,
LEEDS, 1

C 823

17

Notice of Increase in the Nominal Capital

OF

METALLIFACTURE Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) Special Resolution of the Company dated the 4th day of November 1942, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1,500 (One Thousand, Five Hundred Pounds), beyond the Registered Capital of £ 500 (Five Hundred Pounds).

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
<u>1,500</u>	<u>Ordinary Shares</u>	<u>£1.</u>

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

To be issued upon the same terms and conditions as and to rank *pari passu* with the Ordinary Shares in the original Capital of the Company.

For and on behalf of Metallifecture Ltd.

Signature

Description (c)

Director

Dated the Seventh day
of November 1942

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Manager or Secretary of the Company.

No. of Certificate... 341,841/26

Form No. 26A.



METALLIFACTURE COMPANY, LIMITED.

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).

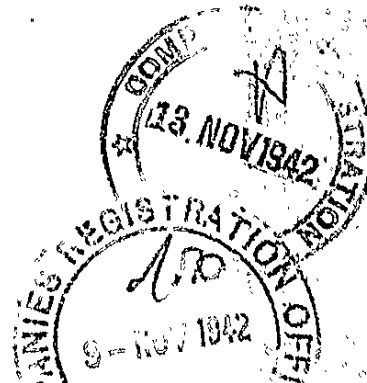
REGISTERED
13 NOV 1942

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 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

J. H. ALEXANDER & Co.,
CITY CHAMBERS,
FEDS, 1



The NOMINAL CAPITAL of M E T A L L I F A C T U R E

.....Company, Limited,

has by a Resolution of the Company dated 14th. November 1942

been increased by the addition thereto of the sum of £1,500, divided into

1,500 Ord. shares of £1. each, beyond the Registered Capital of

£500 (Five Hundred Pounds)

Signature.....

Description.....Director.

Date.....12th. November 1942.

This statement should be signed by an Officer of the Company.

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

COMPANY, LIMITED BY SHARES.

(COPY)

Special Resolution

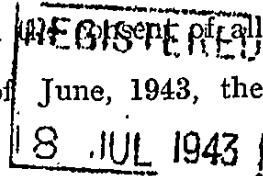
(Pursuant to the Companies Act, 1929, Sections 117 and 225)

— OF —

METALLIFACTURE LIMITED

Passed the 22nd day of June, 1943.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened at short notice with the Members, and held at Nottingham, on the 22nd day of June, 1943, the following SPECIAL RESOLUTION was duly passed:—



"That the Articles of Association be altered by including the following new Articles:—

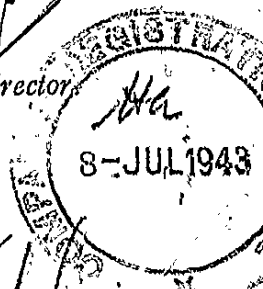
ARTICLE 15A. That William Newman Granger shall be appointed Permanent Governing Director of the Company and notwithstanding anything contained in these Articles he shall hold this Office until he die or resign.

ARTICLE 15B. So long as the said William Newman Granger holds the office of Permanent Governing Director he may at any time, by writing under his hand, cancel the appointment of any Director holding office at the time of cancellation and if he thinks fit he may appoint another person to hold office."

Presented to the Registrar of Companies
on the day of 1943.

J. H. Alexander & Co.
City Chambers
Notaries.

A1146





THE COMPANIES ACT 1948.

SPECIAL RESOLUTION.

(Pursuant to Section 18, Sub-section 1 of the Companies Act 1948).

of

METALLIFACTURE LIMITED

Registered Office:- 31 Clarendon Road,
Leeds, 2.

At an EXTRAORDINARY GENERAL MEETING of Metallifecture Limited, duly convened and held at short notice with the consent of all the Members at 17 Carlton Street, Nottingham on the 30th December, 1952, the following Resolution was duly passed as a Special Resolution:-

"That the Articles of Association should be altered and that Article 15 should be deleted and the following new Article should be inserted in place thereof to be known as Article 15:-

Article 15. The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required."

[Signature]
Director.



Presented to the Registrar of Companies
on the 4th day of February, 1953.



A 4296

Alfred W. Long
Not

I certify that, to the best of my knowledge and belief, the conditions mentioned in sub-section (2) of Section 129 of the Companies Act 1948 are satisfied at the date of this certificate and have been satisfied at all times since 1st July, 1948.


Director.


Secretary.

Company No. 341,841.

53.

CR 5A

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION.

(Pursuant to Section 61, Sub-section 1 of the Companies Act, 1948).

of

METALLIFACTURE LIMITED.

(Registered Office: 31 Clarendon Road, Leeds, 2.).

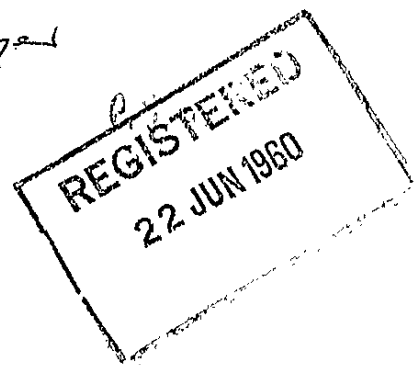


At an EXTRAORDINARY GENERAL MEETING of METALLIFACTURE LIMITED, duly convened and held at short notice with the consent of all the Members at Nottingham on the *21st* day of *June* 1960, the

Following Resolution was duly passed as a SPECIAL RESOLUTION:-

"That the Capital of the Company be increased from £2,000 divided into 2,000 Ordinary Shares of £1 each fully paid to £50,000 divided into 50,000 Ordinary Shares of £1 each."

[Signature]
Director.



Presented to the Registrar of Companies
on the *21st* day of *June*, 1960.



We certify that, to the best of our knowledge and belief, the conditions mentioned in sub-section (2) of Section 129 of the Companies Act, 1948 are satisfied at the date of this Certificate and have been satisfied at all times since 1st July 1948.


Director.


Secretary. P.T.O.

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION.

(Pursuant to Section 61, Sub-section 1 of the Companies Act, 1948).

of

METALLIFACTURE LIMITED.



(Registered Office: 31 Clarendon Road, Leeds, 2.).

At an EXTRAORDINARY GENERAL MEETING of the Preference Shareholders of METALLIFACTURE LIMITED, duly convened and held at short notice with the consent of the only Preference Shareholder at Nottingham on the *27th* day of *June* 1960, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

"That the 300 6% Preference Shares of £1 each fully paid be forthwith converted into Ordinary Shares of £1 each fully paid to rank pari passu with the existing Ordinary Shares of the Company and that any dividend due on the said Preference Shares up to and including to-day's date, be and is hereby forfeited."

[Signature]
Director.

Presented to the Registrar of Companies on the *21st* day of *June*, 1960.

REGISTERED
22 JUN 1960

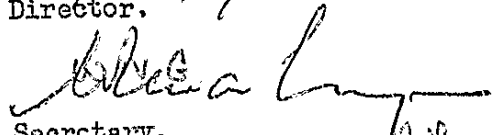
322

22 JUN 1960

under, Sagas & Co
21 Clarendon Rd
Leeds 2
9/8
8/7

We certify that, to the best of our knowledge and belief, the conditions mentioned in sub-section (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of this Certificate and have been satisfied at all times since 1st July 1948.


Director.


Secretary.

P.S.O

558

12

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION.

(Pursuant to Section 61, Sub-section 1 of the Companies Act, 1948).

of

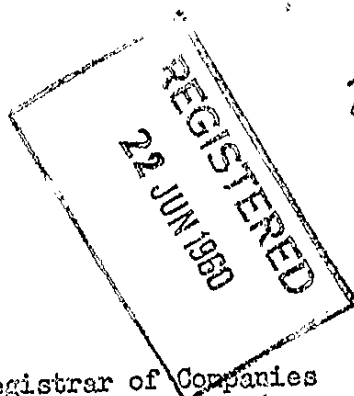
METALLIFACTURE LIMITED.

(Registered Office: 31 Clarendon Road, Leeds, 2.)



At an EXTRAORDINARY GENERAL MEETING of the ORDINARY SHAREHOLDERS of METALLIFACTURE LIMITED, duly convened and held at short notice with the consent of all the Members at Nottingham on the 21st day of June 1960, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

"That the 300,600 Preference Shares of £1 each fully paid be and are hereby converted into Ordinary Shares of £1 each fully paid to rank pari passu with the existing 1,700 Ordinary Shares of the Company."



[Signature]
Director.

Presented to the Registrar of Companies
on the 21st day of June, 1960.

321



Landes Report 7 (1)

We certify that, to the best of our knowledge
and belief, the conditions mentioned in
sub-section (2) of Section 129 of the Companies
Act, 1948 are satisfied at the date of this
Certificate and have been satisfied at all
times since 1st July 1948.

[Signature]
Director.

[Signature]
Secretary.

No. of Company 341,841

THE COMPANIES ACT

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

METALLIFACTURE

Name
of
Company

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. 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 1% per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

REGISTERED
27 JUN 1960

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
MRS. ALEXANDER, SAGAR & CO.
31 CLARENDON ROAD,
LEEDS, 2.

TO THE REGISTRAR OF COMPANIES.

METALLIFACTURE

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

Resolution of the Company dated the 21st day of

June, 1960, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £48,000

beyond the Registered Capital of £2,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

48,000

Ordinary

£1.

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

to rank pari passu with the existing Ordinary Shares

Signature William R. King

(State whether Director or Secretary.)
Director.

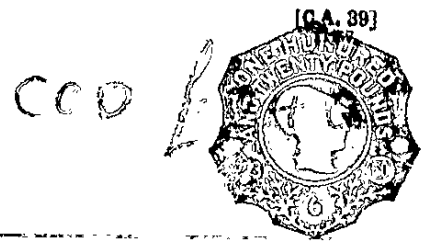
Dated the 21st day of June, 1960

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

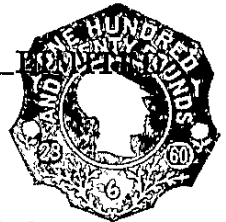
(b) e.g., voting rights, dividend rights, winding up rights, etc.

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

No. of Certificate 341,841 *SA*
58



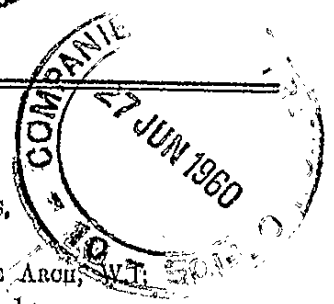
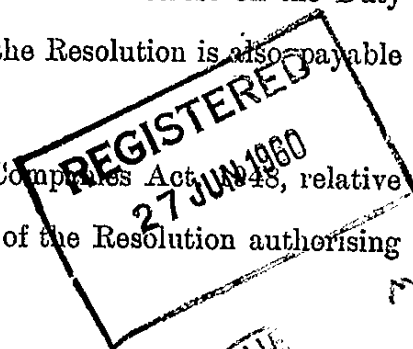
METALLIFACTURE



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).

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.

MESSRS. ALEXANDER, SAGITT & CO.

Presented by

31 CLARENDON ROAD,
LEEDS, 2.

CT 578
21844

The NOMINAL CAPITAL of METALLIFACTURE

..... Limited

has by a Resolution of the Company dated 21st June 1960.

been increased by the addition thereto of the sum of £ 48,000, divided into

48,000 shares of £1-----each beyond the Registered Capital of

£2,000 divided into 2,000 Ordinary Shares of £1 each.

Signature, [Signature]

State whether Director or Secretary _____ Director.

Date 21st day of June, 1960.

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

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION.

(Pursuant to Section 61, of the Companies Act, 1948).

of

METALLIFACTURE LIMITED.

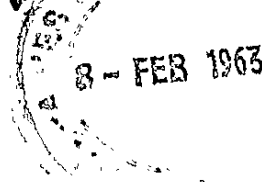
(Registered Office :- 31 Clarendon Road, Leeds, 2.)

At an EXTRAORDINARY GENERAL MEETING of METALLIFACTURE LIMITED, duly convened and held at short notice with the consent of all the Members at 17/19 Carlton Street, Nottingham on the 6th day of February 1963, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

That the Capital of the Company be increased from £50,000 divided into 50,000 Ordinary Shares of £1 each to £95,000 divided into 50,000 Ordinary Shares of £1 each and 45,000 7% Non-voting, Non-cumulative Preference Shares of £1 each."


Director.

Presented to the Registrar of Companies
on the 8th day of February 1963.

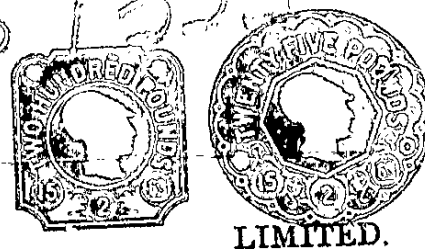


No. of Certificate

341,841

166

[C.A. 39]
7/61



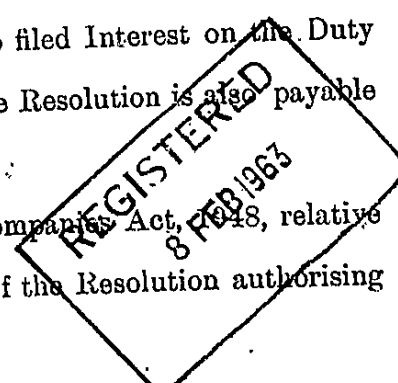
METALLIFACTURE

LIMITED.

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).

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

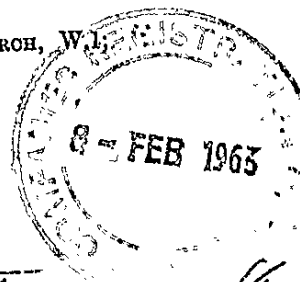
WATERLOW & SONS LIMITED,

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.

resented by

MESSRS. ALEXANDER SAGAR & CO.

31 CLARENDON ROAD, LEEDS, 2.



C666

[26A.]

The NOMINAL CAPITAL of _____

_____ METALLIFACTURE. _____ Limited

has by a Resolution of the Company dated _____ 6th February, 1963. _____

been increased by the addition thereto of the sum of £ 45,000 ___, divided into

45,000 Non-voting
Non-cumulative
Preference

_____ shares of £ 1 _____ each beyond the Registered Capital of

£50,000 divided into 50,000 Ordinary Shares of £1 each. _____

Signature _____

State whether Director or Secretary _____ Director. ✓

Date _____ 6th _____ day of February 1963

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

No of Company

341,341

68

Form 10.

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

COMPANIES
REGISTRATION

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name
of
Company

METALLIFACTURE

Limited.

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.

REGISTERED

23 FEB 1963

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;

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

MESSRS. ALEXANDER SAGAR & SONS

31 CLARENDON ROAD, LEEDS, 2.

TO THE REGISTRAR OF COMPANIES.

METALLIFACTURE

_____ Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) Special
Resolution of the Company dated the 6th day of
February, 1963, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 45,000
beyond the Registered Capital of £ 50,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
45,000	7% Non-voting, Non-cumulative Preference Shares	£1

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

The Preference dividend shall be non-cumulative and the Preference
Shares shall not be entitled to vote in any circumstances but on the winding
up of the Company the Preference Share Capital shall be repaid in priority to
the Ordinary Share Capital. The Shares are not redeemable.

Signature *A. M. C. Lang*
(State whether Director or Secretary.)
Director.

Dated the 6th day of February 19 63

(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.)

THE COMPANIES ACT, 1948

SPECIAL RESOLUTION

(Pursuant to Section 61, of the Companies Act, 1948)

of

METALLIFACTURE LIMITED.

(Registered Office :- 31 Clarendon Road, Leeds)

REGISTERED

19 MAR 1965

At an EXTRAORDINARY GENERAL MEETING of METALLIFACTURE LIMITED, duly convened and held at short notice with the consent of all the Members at 17/19 Carlton Street, Nottingham, on the 17th day of March 1965, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

"That the Capital of the Company be increased from £95,000 divided into 50,000 Ordinary Shares of £1 each and 45,000 7% Non-voting, Non-cumulative Preference Shares of £1 each to £105,000 divided into 60,000 Ordinary Shares of £1 each and 45,000 7% Non-voting, Non-cumulative Preference Shares of £1 each, and the Ordinary Shares are to rank pari passu with the existing Ordinary Shares both as regards Income and Capital."

E.C.C. 1/3/65
Director.

Presented to the Registrar of Companies

on the 19th day of March 1965.

No. of Certificate 341,841

Form 26A.



METAL LIFACTURE

LIMITED

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

19 MAR 1965

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

MESSRS. ALEXANDER, SACAR & CO.

31 CLARENDON ROAD, LEEDS, 2.

The NOMINAL CAPITAL of _____


_____ METALLIFACTURE _____ Limited

has by a Resolution of the Company dated 17th March, 1965.

been increased by the addition thereto of the sum of £ 10,000, divided into

10,000 shares of £1 each beyond the Registered Capital of

£95,000 divided into 50,000 Ordinary Shares of £1 each and 45,000 7%
Non-voting, Non-cumulative Preference Shares of £1 each.

Signature 

State whether Director or Secretary _____

Date 17th day of March 1965

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

No. of Company 341,841/75

THE COMPANIES ACT, 1948.

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

METALLIFACTURE

REGISTERED

23 APR 1965

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. 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;

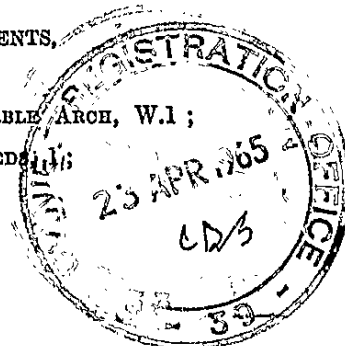
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

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

Presented by

MESSRS. ALEXANDER, SAGAR & CO.

31 CLAPENDON ROAD, LEEDS, 2.



TO THE REGISTRAR OF COMPANIES.

METALLIFACTURE

_____ Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) SPECIAL
Resolution of the Company dated the 17th day of
March, 1965, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 10,000
beyond the Registered Capital of £ 95,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
10,000	Ordinary	£1

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

All the
Ordinary Shares to rank pari passu both as regards Income and Capital and
as regards Voting Rights and Winding-up Rights, The Non-voting, Non-cumulative
Preference Shares take priority in connection with Winding-up but have no
votes and the dividend is non-cumulative.

Signature X

(State whether Director or Secretary.)

Dated the 17th day of March 1965

(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.)

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

(Pursuant to the Companies Act, 1948, Sections 5, 10 and 141)

OF

METALLIFACTURE LIMITED.

(PASSED the 3rd day of JULY, 1967)

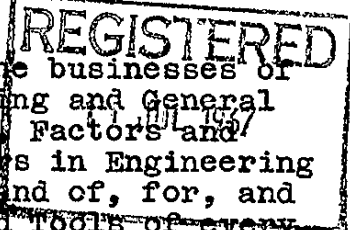
AT an EXTRAORDINARY GENERAL MEETING duly convened and held at The Victoria Hotel, Nottingham, on the 3rd day of July, 1967, the subjoined Resolutions were duly passed as SPECIAL RESOLUTIONS :-

SPECIAL RESOLUTIONS

1. THAT Clause 3 of the Memorandum of Association be and is hereby altered as follows :-

(A) Sub-clauses 3 (a), 3 (j), 3 (k) and 3 (n) shall be cancelled and the following new subclauses 3 (a), 3 (j), 3 (k) and 3 (n) shall be adopted in place thereof :-

3. (a) To carry on all or any of the businesses of General Engineers, Engineering and General Contractors, and Agents for Factors and Manufacturers of, and Dealers in Engineering Specialities of all kinds, and of, for, and in Apparatus, Implements and Tools of every description, Instrument Makers, Iron, Brass, Bronze, Steel, Copper and General Metal Founders, Casters, Converters, Smelters, Forgers, Rollers, and Moulders, Smiths, Millwrights, Rivetters, Fitters, Machinists, Wire Drawers, Tube Makers, Platers, Annealers, Vulcanisers, Polishers and Finishers, Electrical Engineers, Motor Engineers and Manufacturers of and Dealers in Electrical Apparatus and Appliances of every description, and of and in Wireless Telegraph, Wireless Telephone and Television Instruments, Cine Projectors, Cameras, Films and Photographic and Cinematographic Apparatus, Plant and Installations of all kinds; and to buy, sell, manufacture, repair, convert, alter, and deal in plant, machinery, motors,



engines, aircraft, rolling stock, accessories, component parts, supplies, stores, articles and things of all kinds used in the Engineering and kindred trades or capable of being so used or likely to be required by any of the customers of or persons having dealings with the Company.

3.(j) To lend money to and guarantee the obligations of any nature of any person firm or corporation.

3.(k) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any moneys borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.

3. (n) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(B) The words commencing with the words "all of the" and ending with the words "of the Company" which follow sub-clause (3) (s) shall be cancelled and the following declaration shall be substituted therefor :

"It is hereby expressly declared that the objects specified in each of the sub-clauses of this Clause 3 shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in

such sub-clauses) by reference to or inference from the terms of any other sub-clause (or the name of the Company) but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company."

2. THAT the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Edna Hayes

Chairman.

CHAIRMAN

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

New Articles of Association

OF

METALLIFACTURE LIMITED.

(Adopted by Special Resolution passed on 3rd July, 1967)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A to the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

2. Regulations 75 and 79 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall, unless inconsistent with the Articles, constitute the Regulations of the Company.

DIRECTORS.

3. The number of Directors shall be not less than two and not more than ten.

4. Unless and until otherwise determined by the Company in General Meeting, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed (as the case may be) as a Director notwithstanding that at the time of such re-appointment

or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed as such.

5. The Directors may exercise all the powers of the Company to borrow money, 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 any debt, liability or obligation of the Company or of any third party.

6. The special rights and restrictions attaching to the 7 per cent. Non-Voting Non-Cumulative Preference Shares are not altered by the adoption of the New Articles of Association of which this Article forms part.

W. H. H. H.

WE CERTIFY that this Document was
produced by our Lithographic Printing
Process.

For LEWIS, GOATES & LUCAS, LTD.
B. H. H. H.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

METALLIFACTURE LIMITED.

(Amended by Special Resolution passed on the 3rd July, 1967.)

1. The name of the Company is "METALLIFACTURE LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) To carry on all or any of the businesses of General Engineers, Engineering and General Contractors, and Agents for, Factors and Manufacturers of, and Dealers in Engineering Specialities of all kinds, and of, for, and in Apparatus, Implements and Tools of every description, Instrument Makers, Iron, Brass, Bronze, Steel, Copper, and General Metal Founders, Casters, Converters, Smelters, Forgers, Rollers, and Moulders, Smiths, Millwrights, Rivetters, Fitters, Machinists, Wire Drawers, Tube Makers, Platers, Annealers, Vulcanisers, Polishers, and Finishers, Electrical Engineers, Motor Engineers, and Manufacturers of and Dealers in Electrical Apparatus and Appliances of every description, and of and in Wireless Telegraph, Wireless Telephone and Television Instruments, Cine Projectors, Cameras, Films and Photographic and Cinematographic Apparatus, Plant and Installations of all kinds, and to buy, sell, manufacture, repair, convert, alter, and deal in plant, machinery, motors, engines, aircraft, rolling stock, accessories, component parts, supplies, stores, articles and things of all kinds used in the Engineering and kindred trades or capable of being so used or likely to be required by any of the customers of or persons having dealings with the Company.

* Incorporated in England under the Companies Act 1948.
above name on 20th Aug 1967

LEWIS & CLARK LTD.

- (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to and guarantee the obligations of any nature of any person firm or corporation.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any moneys borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a

similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be. /

- (l) / To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds. /
- (m) / To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation. /
- (n) / To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. /
- (o) / To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company. /
- (p) / To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions. /
- (q) / To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights. /

- (r) / To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company. /
- (s) / To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company. /

/It is hereby expressly declared that the objects specified in each of the sub-clauses of this Clause 3 shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such sub-clauses) by reference to or inference from the terms of any other sub-clause (or the name of the Company) but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company. .

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of £1 each.* The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

*At the date hereof the share capital of the Company is £105,000 divided into 45,000 7% non-voting non-cumulative Preference Shares of £1 each and 60,000 Ordinary 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.
TOM ATTENBOROUGH, "The Gables", 134, Loughborough Road, West Bridgford, Nottingham. Engineer.	ONE
ARNOLD WILFRED PICKERELL, 9, Fleeman Grove, West Bridgford, Nottingham. Engineer.	ONE

DATED this 22nd day of June, 1938.

WITNESS to the above Signatures :-

P. ATTENBOROUGH,
34, Castle Gate,
Nottingham.
Chartered Accountant.

341841/110

ALEXANDER, SAGAR & CO.

TELEPHONES: LEEDS C232-35613 (FOUR LINES)

VAT REG. NO. 163 9763 00

CHARTERED ACCOUNTANTS

J. C. SAGAR, F.C.A.
G. G. WILSON, F.C.A.
J. F. SERGEANT, F.C.A.
A. P. NAYLOR, F.C.A., A.T.I.
A. M. F. GANBLE, F.C.A.



31, CLARENDON ROAD,
LEEDS,
LS2 9PE

REF: KPW/CL

The Chairman,
Steelcraft Limited,
31 Clarendon Road,
Leeds LS2 9PE

25TH APRIL 1979

Dear Sir,

We wish to resign as Auditors of the Company with immediate effect.

We have no comments connected with our last audit which we have brought to the notice of either the Members or Creditors of the Company.

Yours faithfully,

*Verified true copy
R. A. Lawrence
Secretary*



Alexander Sagar

INDISTINCT ORIGINAL

Number of) 341841
Company)

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

OF

METALLIFACTURE LIMITED

Passed 10th July 1979.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Mansfield Road, Redhill, Nottingham on the 10th day of July 1979, the subjoined EXTRAORDINARY RESOLUTION was duly passed, with the consent in writing of the Preference Shareholders, viz: .

RESOLUTION

That in accordance with Article 4 of the Companies Articles of Association the following resolution be passed as an Extraordinary Resolution "That the 45,000 7% Non Voting Non Cumulative Preference Shares of £1 each be converted into Ordinary Shares of £1 each fully paid to rank pari passu with the existing 60,000 Ordinary Shares of the Company."

Signature

CHAIRMAN.



Presentor's reference.

SC272/RLC

London, EC47 6TH

SH 100

Company Number: 341841

THE COMPANIES ACT 1985

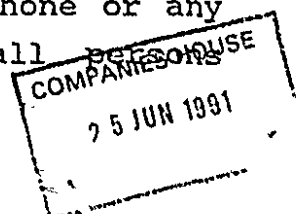
COMPANY LIMITED BY SHARES

RESOLUTIONS
of
METALLIFACTURE LIMITED

We, the undersigned, being the holders of all the issued Ordinary Shares in the capital of the above-named Company and entitled to vote at any General Meeting of the above-named Company in accordance with Regulation 53 of Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 HEREBY RESOLVE to the intent that these resolutions shall be as effectual as if they had been passed as a Special Resolution and Elective Resolutions (as the case may be) at a General Meeting duly convened and held, as follows:-

SPECIAL RESOLUTION

1. That the Articles of Association of the Company be and hereby are altered by the insertion of the following new Articles:
 25. 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.
 26. 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.

27. Where the Statutes so permit, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

ELECTIVE RESOLUTIONS

2. That the Company elects to dispense with the holding of an Annual General Meeting in 1991 and all subsequent years in accordance with Section 366A Companies Act 1985.
3. That the Company elects to dispense with the laying of accounts and reports before the Company in General Meeting in 1991 and all subsequent years in accordance with Section 252 Companies Act 1985.
4. That the Company elects to dispense with the obligation to appoint auditors annually in accordance with Section 386 Companies Act 1985.
5. 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

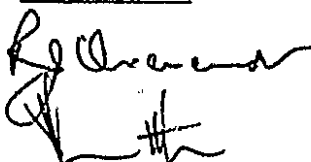
exercise any power of the Company to allot relevant securities (as defined in the said Section 80) up to a maximum amount in nominal value equal to the authorised but unissued share capital of the Company at time or times during an indefinite period from the date of this resolution.

Name of Shareholder

Signature

Date

Bullough plc



15/5/91

Bullough Electric
Limited

15.5.91