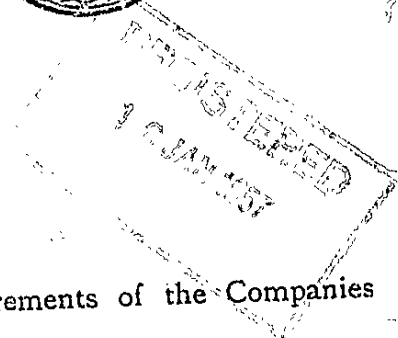


THE COMPANIES ACT, 1948.



A 5/- Companies' Registration Fee Stamp must be impressed here



DECLARATION OF COMPLIANCE with the requirements of the Companies

Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
name of
Company

Anderson Stewart (Castings)
LIMITED.

Presented for registration by

11 JAN 1957.

CHAS. DAVY & CO., LTD.,
Company Printers & Registration Agents.

Head Office and Works:
3-11, PINE STREET, LONDON, E.C.1.
Telephone: TERMINUS 6267 (Four lines)

City Branch:
11, MASONS AVENUE, BASINGHALL STREET, E.C.2
Telephone: MONARCH 3555

I, Arthur Cecil Watts
of 136 Charrminster Road, Bournemouth.

Do solemnly and sincerely declare that I am (") a person named

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"A Solicitor") "en-
"gaged in the for-
"mation or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

in the Articles of Association as a Director

of Anderson Stewart (Castings)

Limited, and that all the requirements of the Companies Act, 1948, 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 Bournemouth
in the County of Hants

the 9th day of January 1957

Before me

F. J. Talbot

A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

A. C. Watts

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

THE STAMP ACT, 1891

(54 & 55 Vic., Ch. 39).

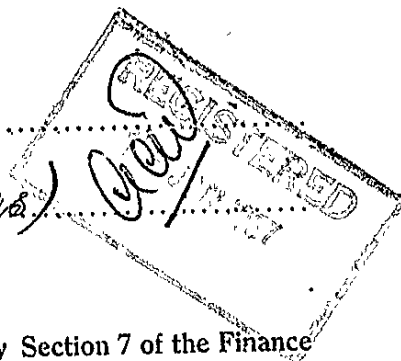
COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

.....
Anderson Stewart (Castings)
.....
LIMITED



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act, 1933.

NOTE:—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented for registration by

CHAS. DAVY & CO. LTD.,
3-11, PINE STREET,
LONDON, E.C.1.

CHAS. DAVY & CO., LTD.,

Company Printers & Registration Agents

Head Office and Works:

3-11, PINE STREET, LONDON, E.C.1.

Telephone: TERMINUS 6267 (Four lines).

City Branch:

11, MASONS AVENUE, BASINGHALL STREET, E.C.2

Telephone: MONARCH 3535

11 JAN 1937

4 DEC 1936

S-3643

THE NOMINAL CAPITAL

OF

W.D. *Anderson, Stewart (Bastings)* Limited,

is £ *2,000* divided into *two thousand ordinary*

Shares of *One pound (£1)* each.

*Signature

Officer

Dated the

day of

19 *56*

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

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



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

STEWART
ANDERSON ~~STEWART~~ (CASTINGS) LIMITED

REGISTERED
16 JAN 1957

1. The name of the Company is "ANDERSON ~~STEWART~~^{STEWART} (CASTINGS) 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 business as manufacturers of castings, turbine blades and engineering equipment of all kinds, general engineers, foundry workers, welders, ironfounders, brassfounders, metallurgists, boiler, turbine, engine, machinery, jig and tool makers, gaugemakers, needle and pin makers, metal refiners, spinners, turners, perforators, polishers, and platers, sheet metal workers, metal stampers, die casters, die sinkers, art metal workers, oxidisers, bronzers, lacquerers and enamellers.
- (b) To carry on business as manufacturers and repairers of, and dealers in, stoves, engines, plant and equipment for builders and public works contractors, boilers, plates, castings, guns, projectiles, screws, nails, tools, ironmongery and hardware.
- (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

CHAS. DAVY & CO. LTD.,
3-11, PINE STREET,
LONDON, E.C.1.

499.
17 JAN 1957



- (d) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (e) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property, and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (f) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage, commission, and underwriting in respect of any such issue.
- (g) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (h) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (i) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools or equipment as may seem desirable for any of the business or in the interests

of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things, of any description which may be conveniently dealt with in connection with any of the Company's objects.

- (j) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital.
- (k) To make, draw, accept, indorse and negotiate bills of exchange, or other negotiable instruments.
- (l) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (n) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (o) To distribute among the members in specie any property of the Company, or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (p) To subscribe for, purchase or otherwise,

acquire, take, hold or sell any shares or stock, debentures or debenture stock, or other securities or obligations of any company, and to invest or lend any of the monies of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

- (q) To procure the Company to be registered or recognised in any country or place abroad.
- (r) To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person, who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things, in any part of the world, and either as principals, agents, contractors, trustees, or otherwise and either alone, or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether

domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £2,000 divided into 2,000 Shares of £1 each with power to increase the capital and to consolidate and subdivide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

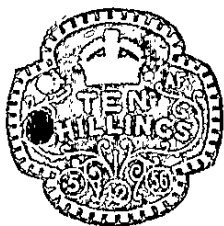
WE, the several persons whose names and addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber (in words)
<i>George Shephard. Hughes</i> <i>17. Hyndland Avenue.</i> <i>Glasgow. W.</i> <i>Cinema Proprietor.</i>	<i>One</i>
<i>Arthur Cecil Watts</i> <i>136. Charming Road</i> <i>Bournemouth</i> <i>Butcher</i>	<i>One.</i>

DATED this *30th* day of *November* 1956.

WITNESS to the above Signatures :-

W. Potter,
902 Wimborne Road,
Bournemouth.
Accountant



577106



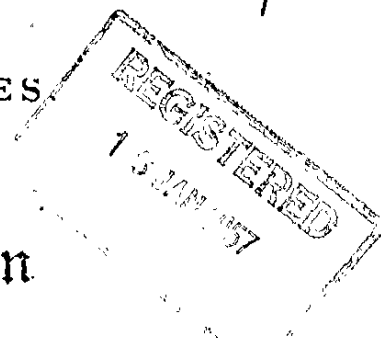
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

Articles of Association

OF

STEWART
ANDERSON ~~STEEL~~ (CASTINGS) LIMITED.



*Get
Acad*

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 11, 24, 53, 75, 77, 79, 84, 88, 96, 97 and 99 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Parts I and II of Table "A" shall, subject to the modifications hereinafter expressed, and the clauses hereinafter contained be the Regulations of the Company.

SHARES.

3. In Regulation 3 of Part I of Table "A" the words "with the sanction of an Ordinary Resolution" shall be deleted.

4. In Regulation 6 of Part I of Table "A" the words "five per cent" shall be substituted for the figure and words "10 per cent".

LIEN.

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all

dividends from time to time declared in respect of such share.

TRANSFER OF SHARES.

6. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.
7. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.
8. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.
9. Upon such division being made, the Vendor shall be bound to transfer the said shares to the Purchasers upon payment of the price. If he fails to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers.
10. In the case of all the said shares not being sold under the above provisions after the expiration of three calendar months from the date of the notice given by the Vendor to the Board of his intention to sell, the Vendor shall be entitled, subject to Regulation 3 of Part II of Table "A", at any time within three calendar months after such expiration to transfer the shares not sold to any person at any price.

GENERAL MEETINGS.

11. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A".

12. In Regulation 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three".

13. In Regulation 5 of Part II of Table "A" there shall be inserted after the word "passed" the words "as an ordinary resolution".

DIRECTORS.

14. The number of the Directors shall be not less than two nor more than seven. The Company in General Meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.

15. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

16. The first Directors shall be Arthur Cecil Watts, George Shepherd Hughes, Charles McHarg and Lilian May Hill. The said Arthur Cecil Watts, George Shepherd Hughes, Charles McHarg and Lilian May Hill shall be permanent Directors of the Company and shall be entitled to hold office so long as they shall live unless they shall become disqualified through any of the causes specified in Clause 18 hereof, or shall be removed by ordinary resolution passed pursuant to Section 184 of the Companies Act, 1948, and Regulations 89, 90 and 94 of Part I of Table "A" and Clause 19 hereof shall not apply to them nor shall they be taken into account in determining the number of Directors to retire by rotation.

BORROWING POWERS.

17. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

DISQUALIFICATION OF DIRECTORS.

18. The office of Director shall be vacated if the Director :-

- (a) Resigns his office by notice in writing to the Company; or
- (b) Becomes bankrupt, or insolvent, or compounds with his creditors; or
- (c) Is found lunatic, or becomes of unsound mind; or
- (d) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or
- (e) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Companies Act, 1948.

19. The Company may, without prejudice to the provisions of Section 184 of the Companies Act, 1948 (subject as provided by Clause 16 hereof) by extraordinary resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this clause as to removal shall be subject to the terms of any contract between him and the Company.

20. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

5

(11)

21. In Regulation 78 of Part I of Table "A" the words "unless the Company otherwise direct" shall be deleted.

NOTICES.

22. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

ALTERNATE DIRECTORS.

23. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification nor shall he be entitled to any remuneration and he shall ipso facto vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the Appointee from office, and any appointment or removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

SECRETARY.

24. The first Secretary of the Company shall be appointed at the first Meeting of the Company and the terms and conditions of his appointment shall be determined by the Directors pursuant to Regulation 110 of Part I of Table "A".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Georg Shepherd Hughes
17. Weymouth Avenue.
Glasgow. W.
Cinema proprietor

Arthur Cecil Watts
136, Charnister Rd
Bournemouth.
Butcher:

DATED this 20th day of November 1956.

WITNESS to the above Signatures :-

W. J. J. J.
90a Wimborne Road,
Bournemouth.
Accountant

DUPLICATE FOR THE FILE

No. 577106



Certificate of Incorporation

I Hereby Certify That

ANDERSON STEWART / (CASTINGS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Sixteenth day of
January One Thousand Nine Hundred and Fifty seven.

L. H. [Signature]
Registrar of Companies

Certificate
received by

Date 14/1/57