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WE HEREBY CERTIFY THAT THIS DOCUMENT IS FILED PURSUANT TO SECTION 8 OF THE COMPANIES ACT 1948 AND SECTION 9 OF THE EUROPEAN COMMUNITIES ACT 1972.

BRITISH COMPANY REGISTRATION AGENTS LIMITED.

THE COMPANIES ACTS 1948 to 1967

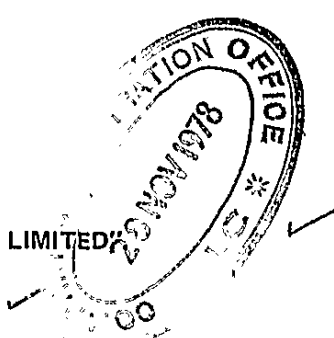
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

W. H. BARKER & SON ENGINEERS LIMITED

(As amended by Special Resolution passed on the 5th day of September, 1978).

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1. The name of the Company is "W. H. BARKER & SON ENGINEERS 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 colliery and 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 plant, machinery, engines, apparatus, implements and tools of every description, iron, brass, bronze, steel, copper and general metal foundry, casters, converters, smelters, forgers, rollers and moulders, manufacturers of and dealers in trawler floats, trawler bobbins, bomb cases, tail units and aircraft equipment of all kinds, and pressed steel and other sheet metal work, sheet metal and tin-plate makers, workers and repairers, smiths, millwrights, riveters, fitters, machinists, wire drawers, tube makers, platers, annealers, vulcanisers, polishers and finishers; and to buy, sell, manufacture, repair, convert, alter and deal in plant, machinery, tools, 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 or corporate bodies having dealings with the Company.
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- n/c

BRITISH COMPANY
REGISTRATION AGENTS LTD.
15 FEATHERSTONE STREET,
LONDON, EC1Y 8JL.
TEL 01-261 0364.
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- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (H) (Whether with or without the Company receiving any consideration therefor) to guarantee support or secure (whether by personal covenant or by mortgaging, charging or otherwise creating security over all or any part of its undertaking, property and assets, present and future, and any uncalled capital or future calls, or by either such method, and whether severally or jointly with others) the payment of any moneys (including the repayment of any debenture stock, preference shares or other securities and the payment of any interest, dividend or premium thereon) or the performance of any other obligations by any person, firm or company, including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (within the meaning of section 154 of the Companies Act 1948) or its subsidiary (within the meaning of such section) or another subsidiary of such holding company:
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of

sale or disposal 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.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that in the construction of this Clause each sub-clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

✓ 4. The liability of the members is limited.

✓ 5. The share capital of the Company is £40,000, divided into 40,000 Ordinary Shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

* By Special Resolution passed on the 2nd January 1961 the capital of the Company was increased to £40,000 by the creation of 39,900 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.
W. BARKER, "Burleigh", Foxearth, Werrington, Stoke-on-Trent. Engineer.	ONE
G. S. BARKER, "Southbank", Rough Close, Nr. Longton, Stoke-on-Trent. Engineer.	ONE

DATED the 6th day of January, 1958.

WITNESS to the above Signatures :-

E. DONALD DENNIS,
Solicitor,
43 Trinity Street,
Hanley,
Stoke-on-Trent.