

No. of
Certificate

710603 / 1

(Form No. 41.)

"THE COMPANIES ACT, 1948."



REGISTERED
14 DEC 1961

**Declaration of Compliance with the requirements of the Companies Act, 1948,
on application for registration of a Company.**

Pursuant to Section 15(2).

TILBURY ELECTRICAL & GENERAL ENGINEERING CO.

Limited.

Printed by "DOUBBLE, ESTRAND, LONDON."

D. 2000 3/55

Telephone: HOLborn 0375

PUBLISHED BY

CHARLES DOUBBLE LIMITED,
Companies' Registration Agents, Printers and Stationers,

10, Bell Yard, Strand, London, W.C.2.

Printed for filing by

Moreton Phillips & Son,
11/12 Finsbury Square,
London, E.C.2.



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

I JOHN MORETON PHILLIPS

of 11/12 Finsbury Square, London, E.C.2.

Do solemnly and sincerely Declare that I am (a) a Solicitor of the
Supreme Court engaged in the formation of the Company

of TILBURY ELECTRICAL & GENERAL ENGINEERING CO.

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 70 Finsbury Pavement

in the County of London

the 6th day of December

One thousand nine hundred and sixty-
one

before me

[Signature]

J. M. ROSE

(b) A Commissioner for Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "Enrolled Law Agent") "engaged in the formation,"
or "A person named in the Articles of Association as a Director or Secretary."
(b) or Notary Public or Justice of the Peace.

No. of Certificate.....

710603/2

Form No. 25.

Statement of the Nominal Capital.

TILBURY ELECTRICAL & GENERAL ENGINEERING CO.



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 with the Memorandum of Association, or other Document, when the Company is registered.

B 1000-59

TELEPHONE: HOLBORN 0375.

TELEGRAMS: "DOUBLE. ESTRAND LONDON"

PUBLISHED BY

CHARLES DOUBBLE LIMITED,

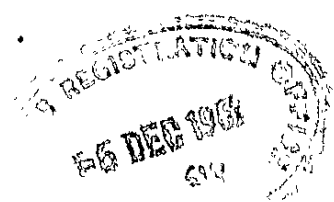
Company Registration Agents, Printers and Stationers,

10, Bell Yard, Strand, London, W.C.2

Presented for filing by

Moreton Phillips & Son,
11/12 Finsbury Square,
London, E.C.2.

Chas Double



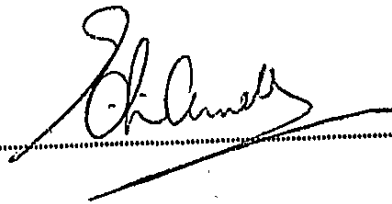
The NOMINAL CAPITAL of TILBURY ELECTRICAL & GENERAL

ENGINEERING CO. Limited,

is £50,000, divided into 50,000 Shares of £1

each.

Signature



Description Secretary.

Date 6th December 1961

This Margin to be reserved for binding



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

TILBURY ELECTRICAL & GENERAL ENGINEERING CO.

LIMITED.

1. The name of the Company is " TILBURY ELECTRICAL & GENERAL ENGINEERING CO. 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 General Contractors, Mechanical, Electrical and Civil Engineers and repairers of and dealers in electrical accumulators, batteries, acids and containers, dynamos, motors, transformers, magnetos and electrical plant fittings apparatus, lamps and accessories generally,

(b) To carry on, own, manage, develop, extend and turn to account the trades and business of general engineers, machinists and manufacturers of electrical generators, motors and components, engineering parts, tools, machine tools, nuts bolts and screws, malleable, wrought and tubular fittings of all descriptions, for the engineering and allied trades; electrical, hydraulic, mechanical, marine, gas, heating, sanitary and domestic engineers, tinsmiths and coppersmiths, founders, smelters, welders and workers in iron, brass, steel, copper, tin, zinc, plastics and pipe manufacturers, electrical platers, metallurgists, boilermakers, ironmongers, galvanisers, enamellers, wood and timber merchants, joiners and carpenters, garage proprietors, haulage contractors and builders merchants.

REGISTERED

14 DEC 1961

710603 / 3



6 DEC 1961

6 DEC 1961

- (c) To conduct and carry on the business or businesses aforesaid, and any other businesses or undertakings whatsoever which the Directors may consider to be capable of being conducted by and for the benefit of the Company as subsidiary to or in conjunction with the said business or businesses aforesaid.
- (d) To buy, hire, take on lease, exchange, or otherwise obtain and to hold, develop, cultivate, improve and otherwise turn to account, and to sell, exchange, lease or otherwise dispose of and deal in any lands, buildings and hereditaments of any tenure and any rights, privileges or easements over or in respect of any real or personal property or rights whatsoever which may be necessary or convenient for the business of the Company.
- (e) To erect, construct, alter, maintain and remove or replace any buildings or works necessary or convenient for the purpose of the Company.
- (f) To apply for, buy or otherwise obtain and take assignments of any patents, licences, concessions, secret processes and the like conferring any exclusive, non-exclusive or limited right of user, or any secret or other information as to any invention or process, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, sell, assign or otherwise turn to account any such patents, property rights or information so acquired.
- (g) To expend moneys on and carry out any experimental or other research work in connection with the business of the Company or any branch thereof.
- (h) To amalgamate or enter into partnership with any person or company conducting or proposing to conduct any business which the Company is authorised to conduct, and to acquire and undertake all or any part of any such business or of the assets or liabilities thereof, and to enter into any agreements relating to the sharing of profits, co-operation, limitation of competition or trading federation with such persons or companies which the Directors may consider to be for the benefit of the Company.
- (i) To pay or satisfy any liabilities which the Company is entitled to incur, and any obligations, into which the Company is entitled to enter, and to accept payment for

any property or rights sold or otherwise disposed of, or dealt with, or of any debts owing to the Company, and satisfaction of any obligations of any persons or companies to the Company, in cash or instalments of cash, promissory notes or other negotiable instruments, or shares (whether credited as fully paid up or not) of any denomination, debentures or debenture stock of the Company or any other company, but not so as to enable the Company to acquire its own shares.

- (j) To compromise, compound, or abandon, any debt, claim, liability or account.
- (k) To buy, sell, hold and deal in any stocks, shares, debentures, debenture stock, bonds, investments, negotiable instruments and other choses in action, the acquisition, holding or disposition of which may be necessary or convenient for the business of the Company; and to invest any surplus, idle or other moneys of the Company in any stocks, shares or securities or to deposit, or lend the same at or without interest, in or to any bank, corporation or other company or person.
- (l) To lend money and to give credit, either with or without security, and at or without interest, to any persons or companies, including customers and others having dealings with the Company and to guarantee the obligations of any such persons or companies.
- (m) To raise or borrow money with or without giving security or interest for the purposes of the undertaking of the Company; and to give security for and guarantee performance by the Company of all or any of its obligations or liabilities.
- (n) To mortgage or charge all or any of the present or future assets of the Company, including its uncalled capital, upon such provisions, terms and conditions as to redemption or issue debentures and debenture stock upon such terms and conditions, and for such consideration, and subject to such provisions, terms and conditions as to redemption or otherwise, as may be thought fit; and to issue any collateral, further security, or trust deed for further or collaterally securing the same.
- (o) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (p) To sell or otherwise dispose of the whole or any part of the undertaking or assets of the Company, either as a whole or in portions, and for such consideration as the Company shall think fit.
- (q) To promote and procure, either alone or in concert with any other person or corporation, the registration of any other company with a view to the acquisition by such other company of the whole or any part of the assets and liabilities of the Company or with a view to such other company commencing or entering into any business which may be calculated directly or indirectly, to benefit or advance the objects of the Company, and to become and be by means of purchase or otherwise a holder of shares, securities, debentures, or debenture stock of such other company; and to stand surety for the due performance by such other company of its undertakings and obligations.
- (r) To pay and make out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any Director or ex-Director, or any employee or ex-employee of the Company, or the widows, children or other persons dependent on any of them; to take out or contribute to any insurances for the benefit of such persons whether or not the Company be under any statutory obligation so to do; and to contribute towards the funds of any charitable institution, trade society, foundation, or trust, in which the Company, its officers or employees, or its or their dependants are or may be materially interested.
- (s) To divide and distribute in kind amongst the members of the Company the whole or any part of the assets of the Company, including shares, debentures, or securities of other companies belonging to the Company; but not so as to effect a reduction of the capital of the Company without first obtaining the sanctions required by the Companies Act, 1948, or any Act amending or substituted for the same.
- (t) To pay the costs of and incidental to the promotion and registration of the Company and any expenses connected therewith.
- (u) To introduce, make, support, or oppose any application for any act, bye-law, or regulation of any legislature or other authority; and to obtain any right, concession, or privilege from any government, municipal or other authority.
- Sub
Sec*

(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, sub-contractors, trustees, or otherwise.

(w) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £ 50,000 , divided
into 50,000 shares of £ 1 - - - - - each. ✓

2/2
1/1

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>Ernest Leslie Cornell</i> <i>87 Ganges Park Road</i> <i>Uppingham</i> <i>Essex.</i> <i>Secretary of Public Company</i></p> <p><i>Frank Roy Samuel Wells.,</i> <i>4, The Highway,</i> <i>Sutton. Surrey.</i> <i>Chartered Marine Engineer,</i></p>	<p><i>One.</i></p> <p><i>One.</i></p>

Dated the 6th day of December 1961.

Witness to the above Signatures -

John Montalbelli
11/12 Finch Square, E.C2.
Solicitor



710603/457



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

REGISTERED

17 DEC 1981

Articles of Association

OF

TILBURY ELECTRICAL & GENERAL ENGINEERING CO.

LIMITED.

PRELIMINARY.

1. The regulations contained in or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A Part II"), shall apply to the Company save in so far as they are varied or excluded hereby.

2. The clauses of Part I of Table A aforesaid (hereinafter called "Table A Part I") numbered 5, 24, 53 and 75, shall not apply to the Company and Clause 1 of Table A Part II shall be modified accordingly but the following articles and the remaining clauses of Table A Parts I and II as hereinafter modified shall constitute the Articles of Association of the Company. In the event of any conflict between the provisions of these articles and the provisions of Table A the provisions of these articles shall prevail.

SHARES.

3. Subject to Clause 2 or Table A Part II the shares shall be at the disposal of the Directors who may allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think fit save that shares may only be issued at a discount in manner provided by Section 57 of the Act.

LIEN.

4. The provisions as to lien contained in Clause 11 of Table A Part I shall apply to fully paid up shares and to all shares registered in the name of any person indebted to the Company whether as sole holder or as one of two or more joint holders and Clause 11 aforesaid shall be modified accordingly.

MEETINGS.

5. Every notice calling a meeting of the Company shall state clearly that a member entitled to attend and vote is entitled to appoint a proxy and that such proxy need not be a member of the Company.

6. If under the provisions in that behalf contained in Clause 54 of Table A Part I a meeting is adjourned and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved and Clause 54 aforesaid shall be modified accordingly.

DIRECTORS.

7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than five

8. The first Directors of the Company shall be

Hugh Reginald TAYLOR
Frank Roy Samuel WELLS
Ernest Leslie ARNELL

BORROWING POWERS.

9. Clause 79 of Table A Part I shall be modified by deleting the proviso therefrom.

POWERS AND DUTIES OF DIRECTORS.

10. A Director who has disclosed his interest in accordance with the provisions of Clause 84 (1) of Table A Part I and Section 199 of the Act may vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at the meeting of the Directors at which such contract or arrangement is being considered and accordingly Clause 84 of Table A Part I shall be modified by deleting sub-clauses (2) and (4) therefrom.

11. A Director may with the approval of the Directors appoint any other person whether a member of the Company or not to act in his place as a substitute Director and such substitute Director shall whilst his appointment shall continue be entitled to receive notice of and to attend and vote at meetings of the Directors in the place of the Director making the appointment and shall be counted in the quorum of such meetings. Such substitute Director shall not require any qualification or receive any remuneration from the Company and he shall ipso facto vacate office if and when the Director making such appointment ceases for any reason to hold office as a Director or determines the appointment. Any such appointment shall be made or determined by notice in writing under the hand of the Director making the same.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ernest Lealie Arnell
87 Gaynes Park Road.
Uxminster.
Dorset.

Secretary
of Public
Company

Frank Roy Samuel Wells
4, The Highway,
Sutton. Surrey.

Chartered
Marine
Engineer

Dated the 6th day of December 1964.

Witness to the above Signatures—

John M. Phillips
11/12 Gresham Square,
E.C.2.

Solicitor

No. C. 173

DUPLICATE FOR THE FILE

No. 710603



Certificate of Incorporation

I Hereby Certify, that

TILBURY ELECTRICAL & GENERAL ENGINEERING CO. LIMITED

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

Given under my hand at London this Fourteenth day of

December One Thousand Nine Hundred and Sixty one.

Registrar of Companies.

Certificate
received by

Date 14/12/61

710603./8

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THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES


(Pursuant to Section 141(2) of the Companies
Act, 1948)

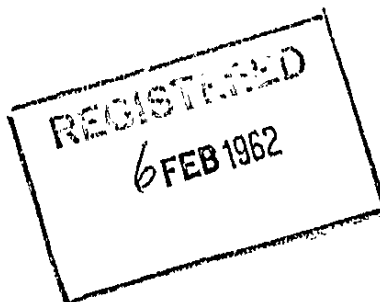
- of -
TILBURY ELECTRICAL & GENERAL ENGINEERING CO.
LIMITED

Passed the 24th day of January 1962.

At an EXTRAORDINARY GENERAL MEETING of the above-
named Company, duly convened and held at Finwell House,
26, Finsbury Square, London, E.C.2. on the 24th day of
January 1962 the following SPECIAL RESOLUTION was
duly passed :-

That the name of the Company be changed
to: "EATON ELECTRICAL & GENERAL ENGINEERING
COMPANY LIMITED"


CHAIRMAN.



563

6-2-62
Counter

707 2457-
Company Number.....710603.....

B



Reference: C.R. 98/69/62

BOARD OF TRADE,

COMPANIES ACT, 1948

TILBURY ELECTRICAL & GENERAL ENGINEERING CO. Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

EATON ELECTRICAL & GENERAL ENGINEERING COMPANY
LIMITED

Signed on behalf of the Board of Trade

this

ninth

day of February 19 62

Authorised in that behalf by the
President of the Board of Trade

No. C. 60.

Wt. 38373/4312 3m. 6/61 B.L.&Co.Ltd. Gp.891/9803

REGISTERED

9 FEB 1962

No. C.172

DUPLICATE FOR THE FILE.

No. 710603



Certificate of Incorporation on Change of Name

Whereas

TILBURY ELECTRICAL & GENERAL ENGINEERING CO. LIMITED

was incorporated as a limited company under the
Companies Act, 1948,

on the fourteenth day of December, 1961

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

EATON ELECTRICAL & GENERAL ENGINEERING COMPANY LIMITED

Given under my hand at London, this ninth day of
February One thousand nine hundred and sixty two.

L. R. Campbell
Registrar of Companies.

Certificate received by *Wm Charles Doubblet*

Date 14/2/62

23
THE COMPANIES ACTS, 1948-1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(Pursuant to Section 141 (2) of the Companies Act, 1948)

- of -

EATON ELECTRICAL & GENERAL ENGINEERING COMPANY LIMITED ✓

Passed the 17th day of April 1970

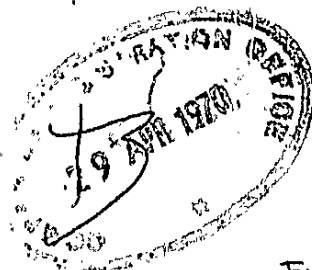
At an EXTRAORDINARY GENERAL MEETING of the abovenamed
Company, duly convened and held at Finwell House, 26 Finsbury
Square, London, E.C.2 on the 17th day of April 1970, the
following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT the name of the Company be changed to
Tilbury Mechanical Services Limited

D.W.J. Savage
17.4.70
D.W.J. SAVAGE

CHAIRMAN



FILED BY

CHARLES DOUBBLE LTD

FINSBURY COURT

FINSBURY PAVEMENT EC2.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 710803

/ 24

I hereby certify that

EATON ELECTRICAL & GENERAL ENGINEERING COMPANY LIMITED

having by special resolution and with the approval of the Board of Trade changed its
name, is now incorporated under the name of

TILBURY MECHANICAL SERVICES LIMITED

Given under my hand at London the **6TH MAY, 1970.**


(F L KNIGHT)

Assistant Registrar of Companies

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COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TILBURY MECHANICAL SERVICES LIMITED

1. The name of the Company is "TILBURY MECHANICAL SERVICES 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 General Contractors, Mechanical, Electrical and Civil Engineers and repairers of and dealers in electrical accumulators, batteries, acids and containers, dynamos, motors, transformers, magnetos and electrical plant fittings apparatus, lamps and accessories generally.
 - (b) To carry on, own, manage, develop, extend and turn to account the trades and businesses of general engineers, machinists and manufacturers of electrical generators, motors and components, engineering parts, tools, machine tools, nuts bolts and screws, malleable, wrought and tubular fittings of all descriptions for the engineering and allied trades; electrical, hydraulic, mechanical, marine, gas, heating, sanitary and domestic engineers, tinsmiths and coppersmiths, founders, smelters, welders and workers in iron, brass, steel, copper, tin, zinc, plastics and pipe manufacturers, electrical platers, metallurgists, boilermakers, ironmongers, galvanisers, enamellers, wood and timber merchants, joiners and carpenters, garage proprietors, haulage contractors and builders merchants.
 - (c) To conduct and carry on the business or businesses

aforesaid, and any other businesses or undertakings whatsoever which the Directors may consider to be capable of being conducted by and for the benefit of the Company as subsidiary to or in conjunction with the said business or businesses aforesaid.

- (d) To buy, hire, take on lease, exchange, or otherwise obtain and to hold, develop, cultivate, improve and otherwise turn to account, and to sell, exchange, lease or otherwise dispose of and deal in any lands, buildings and hereditaments of any tenure and any rights, privileges or easements over or in respect of any real or personal property or rights whatsoever which may be necessary or convenient for the business of the Company.
- (e) To erect, construct, alter, maintain and remove or replace any buildings or works necessary or convenient for the purpose of the Company.
- (f) To apply for, buy or otherwise obtain and take assignments of any patents, licences, concessions secret processes and the like conferring any exclusive, non-exclusive or limited right of user, or any secret or other information as to any invention or process, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, sell, assign or otherwise turn to account any such patents, property rights or information so acquired.
- (g) To expend moneys on and carry out any experimental or other research work in connection with the business of the Company or any branch thereof.
- (h) To amalgamate or enter into partnership with any person or company conducting or proposing to conduct any business which the Company is authorised to conduct, and to acquire and undertake all or any part of any such business or of the assets or liabilities thereof, and to enter into any agreements relating to the sharing of profits, co-operation, limitation of competition or trading federation with such persons or companies which the Directors may consider to be for the benefit of the Company.

- (i) To pay or satisfy any liabilities which the Company is entitled to incur, and any obligations into which the Company is entitled to enter, and to accept payment for any property or rights sold or otherwise disposed of, or dealt with, or of any debts owing to the Company, and satisfaction of any obligations of any persons or companies to the Company, in cash or instalments of cash, promissory notes or other negotiable instruments, or shares (whether credited as fully paid up or not) of any denomination, debentures or debenture stock of the Company or any other company, but not so as to enable the Company to acquire its own shares.
- (j) To compromise, compound, or abandon any debt, claim, liability or account.
- (k) To buy, sell, hold and deal in any stocks, shares, debentures, debenture stock, bonds, investments, negotiable instruments and other choses in action, the acquisition, holding or disposition of which may be necessary or convenient for the business of the Company; and to invest any surplus, idle or other moneys of the Company in any stocks, shares or securities or to deposit, or lend the same at or without interest, in or to any bank, corporation or other company or person.
- (l) To lend money and to give credit, either with or without security, and at or without interest, to any persons or companies, including customers and others having dealings with the Company and to guarantee the obligations of any such persons or companies.
- (m) To raise or borrow money with or without giving security or interest for the purposes of the undertaking of the Company; and to give security for and guarantee performance by the Company of all or any of its obligations or liabilities.
- (n) To mortgage or charge all or any of the present or future assets of the Company, including its uncalled capital, upon such provisions, terms and conditions as to redemption or issue debentures and debenture stock upon such terms and conditions and for such consideration, and subject to such provisions, terms and conditions as to redemption or otherwise, as may be thought fit; and to issue any collateral, further security, or trust deed for further or collaterally securing the same.

- (o) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (p) To sell or otherwise dispose of the whole or any part of the undertaking or assets of the Company, either as a whole or in portions, and for such consideration as the Company shall think fit.
- (q) To promote and procure, either alone or in concert with any other person or corporation, the registration of any other company with a view to the acquisition by such other company of the whole or any part of the assets and liabilities of the Company or with a view to such other company commencing or entering into any business which may be calculated directly or indirectly, to benefit or advance the objects of the Company, and to become and be by means of purchase or otherwise a holder of shares, securities, debentures, or debenture stock of such other company; and to stand surety for the due performance by such other company of its undertakings and obligations.
- (r) To pay and make out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any Director or ex-Director, or any employee or ex-employee of the Company, or the widows, children or other persons dependant on any of them; to take out or contribute to any insurance for the benefit of such persons whether or not the Company be under any statutory obligation so to do; and to contribute towards the funds of any charitable institution, trade society, foundation, or trust, in which the Company, its officers or employees, or its or their dependants are or may be materially interested.
- (s) To divide and distribute in kind amongst the members of the Company the whole or any part of the assets of the Company, including shares, debentures, or securities of other companies belonging to the Company; but not so as to effect a reduction of the capital of the Company without first obtaining the sanctions required by the Companies Act, 1948, or any Act amending or substituted for the same.
- (t) To pay the costs of and incidental to the promotion and registration of the Company and

any expenses connected therewith.

- (u) To introduce, make, support, or oppose any application for any act, bye-law, or regulation of any legislature or other authority; and to obtain any right, concession, or privilege from any government, municipal or other authority.
- (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, sub-contractors, trustees or otherwise.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £50,000, divided into 50,000 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.
ERNEST LESLIE ARNELL, 87, Gaynes Park Road, Upminster, Essex. Secretary of Public Company.	One
FRANK ROY SAMUEL WELLS, 4, The Highway, Sutton, Surrey. Chartered Marine Engineer.	One

DATED this 6th day of December, 1961.

WITNESS to the above Signatures :-

JOHN MORETON PHILLIPS,
11/12, Finsbury Square,
E. C. 2.

Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

TILBURY MECHANICAL SERVICES LIMITED

PRELIMINARY

1. The regulations contained in or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A Part II"), shall apply to the Company save in so far as they are varied or excluded hereby.
2. The clauses of Part I of Table A aforesaid (hereinafter called "Table A Part I") numbered 5, 24, 53 and 75, shall not apply to the Company and Clause 1 of Table A Part II shall be modified accordingly but the following articles and the remaining clauses of Table A Parts I and II as hereinafter modified shall constitute the Articles of Association of the Company. In the event of any conflict between the provisions of these articles and the provisions of Table A the provisions of these Articles shall prevail.

SHARES

3. Subject to Clause 2 of Table A Part II the shares shall be at the disposal of the Directors who may allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think fit save that shares may only be issued at a discount in manner provided by Section 57 of the Act.

LIEN

4. The provisions as to lien contained in Clause 11 of Table A Part I shall apply to fully paid up shares and to all shares registered in the name of any person indebted to the Company whether as sole holder or as one of two or more joint holders

and Clause 11 aforesaid shall be modified accordingly.

MEETINGS

5. Every notice calling a meeting of the Company shall state clearly that a member entitled to attend and vote is entitled to appoint a proxy and that such proxy need not be a member of the Company.

6. If under the provisions in that behalf contained in Clause 54 of Table A Part I a meeting is adjourned and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved and Clause 54 aforesaid shall be modified accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than five.

8. The first Directors of the Company shall be Hugh Reginald Taylor, Frank Roy Samuel Wells and Ernest Leslie Arnell.

BORROWING POWERS

9. Clause 79 of Table A Part I shall be modified by deleting the proviso therefrom.

POWERS AND DUTIES OF DIRECTORS

10. A Director who has disclosed his interest in accordance with the provisions of Clause 84 (1) of Table A Part I and Section 199 of the Act may vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at the meeting of the Directors at which such contract or arrangement is being considered and accordingly Clause 84 of Table A Part I shall be modified by deleting sub-clauses (2) and (4) therefrom.

11. A Director may with the approval of the Directors appoint any other person whether a member of the Company or not to act in his place as a substitute Director and such substitute Director shall whilst his appointment shall continue be entitled to receive notice of and to attend and vote at meetings of the Directors in the place of the Director making the appointment and shall be counted in the quorum of such meeting. Such substitute Director shall not require any qualification or receive any remuneration from the Company and he shall ipso facto vacate office if and when the Director making such

appointment ceases for any reason to hold office as a Director or determines the appointment. Any such appointment shall be made or determined by notice in writing under the hand of the Director making the same.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ERNEST LESLIE ARNELL,
87, Gaynes Park Road,
Upminster,
Essex.

Secretary of Public Company.

FRANK ROY SAMUEL WELLS,
4, The Highway,
Sutton,
Surrey.

Chartered Marine Engineer.

DATED this 6th day of December, 1961.

WITNESS to the above Signatures:-

JOHN MORETON PHILLIPS,
11/12 Finsbury Square,
E.C.2.

Solicitor.

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

Pursuant to Section 141 (2) of the Companies Act 1948

of

TILBURY MECHANICAL SERVICES LIMITED

Passed 5th May 1975

At an EXTRAORDINARY GENERAL MEETING of the abovenamed Company, duly convened and held at Finwell House, 26 Finsbury Square, London, EC2A 1EE on the Fifth day of May 1975 the following SPECIAL RESOLUTION was duly passed:-

That the Articles of Association be altered as follows:

The word "six" be substituted for the word
"five" in Article 7



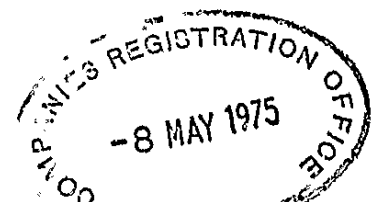
D.W.J. SAVAGE

Chairman

Filed by:-

WILDMAN & BATTELL LTD
12 PANCRAS LANE,
QUEEN STREET,
LONDON, EC4N 1SJ
TEL: 248 2327

163



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TILBURY MECHANICAL SERVICES LIMITED

-
1. The name of the Company is "TILBURY MECHANICAL SERVICES 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 General Contractors, Mechanical, Electrical and Civil Engineers and repairers of and dealers in electrical accumulators, batteries, acids and containers, dynamos, motors, transformers, magnetos and electrical plant fittings apparatus, lamps and accessories generally.
 - (b) To carry on, own, manage, develop, extend and turn to account the trades and businesses of general engineers, machinists and manufacturers of electrical generators, motors and components, engineering parts, tools, machine tools, nuts-bolts and screws, malleable, wrought and tubular fittings of all descriptions for the engineering and allied trades; electrical, hydraulic, mechanical, marine, gas, heating, sanitary and domestic engineers, tinsmiths and coppersmiths, founders, smelters, welders and workers in iron, brass, steel, copper, tin, zinc, plastics and pipe manufacturers, electrical platers, metallurgists, boilermakers, ironmongers, galvanisers, enamellers, wood and timber merchants, joiners and carpenters, garage proprietors, haulage contractors and builders merchants.
 - (c) To conduct and carry on the business or businesses

aforesaid, and any other businesses or undertakings whatsoever which the Directors may consider to be capable of being conducted by and for the benefit of the Company as subsidiary to or in conjunction with the said business or businesses aforesaid.

- (d) To buy, hire, take on lease, exchange, or otherwise obtain and to hold, develop, cultivate, improve and otherwise turn to account, and to sell, exchange, lease or otherwise dispose of and deal in any lands, buildings and hereditaments of any tenure and any rights, privileges or easements over or in respect of any real or personal property or rights whatsoever which may be necessary or convenient for the business of the Company.
- (e) To erect, construct, alter, maintain and remove or replace any buildings or works necessary or convenient for the purpose of the Company.
- (f) To apply for, buy or otherwise obtain and take assignments of any patents, licences, concessions secret processes and the like conferring any exclusive, non-exclusive or limited right of user, or any secret or other information as to any invention or process, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, sell, assign or otherwise turn to account any such patents, property rights or information so acquired.
- (g) To expend moneys on and carry out any experimental or other research work in connection with the business of the Company or any branch thereof.
- (h) To amalgamate or enter into partnership with any person or company conducting or proposing to conduct any business which the Company is authorised to conduct, and to acquire and undertake all or any part of any such business or of the assets or liabilities thereof, and to enter into any agreements relating to the sharing of profits, co-operation, limitation of competition or trading federation with such persons or companies which the Directors may consider to be for the benefit of the Company.

- (i) To pay or satisfy any liabilities which the Company is entitled to incur, and any obligations into which the Company is entitled to enter, and to accept payment for any property or rights sold or otherwise disposed of, or dealt with, or of any debts owing to the Company, and satisfaction of any obligations of any persons or companies to the Company, in cash or instalments of cash, promissory notes or other negotiable instruments, or shares (whether credited as fully paid up or not) of any denomination, debentures or debenture stock of the Company or any other company, but not so as to enable the Company to acquire its own shares.
- (j) To compromise, compound, or abandon any debt, claim, liability or account.
- (k) To buy, sell, hold and deal in any stocks, shares, debentures, debenture stock, bonds, investments, negotiable instruments and other choses in action, the acquisition, holding or disposition of which may be necessary or convenient for the business of the Company; and to invest any surplus, idle or other moneys of the Company in any stocks, shares or securities or to deposit, or lend the same at or without interest, in or to any bank, corporation or other company or person.
- (l) To lend money and to give credit, either with or without security, and at or without interest, to any persons or companies, including customers and others having dealings with the Company and to guarantee the obligations of any such persons or companies.
- (m) To raise or borrow money with or without giving security or interest for the purposes of the undertaking of the Company; and to give security for and guarantee performance by the Company of all or any of its obligations or liabilities.
- (n) To mortgage or charge all or any of the present or future assets of the Company, including its uncalled capital, upon such provisions, terms and conditions as to redemption or issue debentures and debenture stock upon such terms and conditions and for such consideration, and subject to such provisions, terms and conditions as to redemption or otherwise, as may be thought fit; and to issue any collateral, further security, or trust deed for further or collaterally securing the same.

- (o) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (p) To sell or otherwise dispose of the whole or any part of the undertaking or assets of the Company, either as a whole or in portions, and for such consideration as the Company shall think fit.
- (q) To promote and procure, either alone or in concert with any other person or corporation, the registration of any other company with a view to the acquisition by such other company of the whole or any part of the assets and liabilities of the Company or with a view to such other company commencing or entering into any business which may be calculated directly or indirectly, to benefit or advance the objects of the Company, and to become and be by means of purchase or otherwise a holder of shares, securities, debentures, or debenture stock of such other company; and to stand surety for the due performance by such other company of its undertakings and obligations.
- (r) To pay and make out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any Director or ex-Director, or any employee or ex-employee of the Company, or the widows, children or other persons dependant on any of them; to take out or contribute to any insurance for the benefit of such persons whether or not the Company be under any statutory obligation so to do; and to contribute towards the funds of any charitable institution, trade society, foundation, or trust, in which the Company, its officers or employees, or its or their dependants are or may be materially interested.
- (s) To divide and distribute in kind amongst the members of the Company the whole or any part of the assets of the Company, including shares, debentures, or securities of other companies belonging to the Company; but not so as to effect a reduction of the capital of the Company without first obtaining the sanctions required by the Companies Act, 1948, or any Act amending or substituted for the same.
- (t) To pay the costs of and incidental to the promotion and registration of the Company and

any expenses connected therewith.

- (u) To introduce, make, support, or oppose any application for any act, bye-law, or regulation of any legislature or other authority; and to obtain any right, concession, or privilege from any government, municipal or other authority.
- (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, sub-contractors, trustees or otherwise.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £50,000, divided into 50,000 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.
ERNEST LESLIE ARNELL, 87, Gaynes Park Road, Upminster, Essex. Secretary of Public Company.	One
FRANK ROY SAMUEL WELLS, 4, The Highway, Sutton, Surrey. Chartered Marine Engineer.	One

DATED this 6th day of December, 1961.

WITNESS to the above Signatures :-

JOHN MORETON PHILLIPS,
11/12, Finsbury Square,
E. C. 2.

Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

TILBURY MECHANICAL SERVICES LIMITED

Full Private

PRELIMINARY

1. The regulations contained in or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A Part II"), shall apply to the Company save in so far as they are varied or excluded hereby.
2. The clauses of Part I of Table A aforesaid (hereinafter called "Table A Part I") numbered 5, 24, 53 and 75, shall not apply to the Company and Clause 1 of Table A Part II shall be modified accordingly but the following articles and the remaining clauses of Table A Parts I and II as hereinafter modified shall constitute the Articles of Association of the Company. In the event of any conflict between the provisions of these articles and the provisions of Table A the provisions of these Articles shall prevail.

SHARES

3. Subject to Clause 2 of Table A Part II the shares shall be at the disposal of the Directors who may allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think fit save that shares may only be issued at a discount in manner provided by Section 57 of the Act.

LIEN

4. The provisions as to lien contained in Clause 11 of Table A Part I shall apply to fully paid up shares and to all shares registered in the name of any person indebted to the Company whether as sole holder or as one of two or more joint holders

and Clause 11 aforesaid shall be modified accordingly.

MEEINGS

5. Every notice calling a meeting of the Company shall state clearly that a member entitled to attend and vote is entitled to appoint a proxy and that such proxy need not be a member of the Company.

6. If under the provisions in that behalf contained in Clause 54 of Table A Part I a meeting is adjourned and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved and Clause 54 aforesaid shall be modified accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than ~~five~~ six.

8. The first Directors of the Company shall be Hugh Reginald Taylor, Frank Roy Samuel Wells and Ernest Leslie Arnell.

BORROWING POWERS

9. Clause 79 of Table A Part I shall be modified by deleting the proviso therefrom.

POWERS AND DUTIES OF DIRECTORS

10. A Director who has disclosed his interest in accordance with the provisions of Clause 84 (1) of Table A Part I and Section 199 of the Act may vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at the meeting of the Directors at which such contract or arrangement is being considered and accordingly Clause 84 of Table A Part I shall be modified by deleting sub-clauses (2) and (4) therefrom.

11. A Director may with the approval of the Directors appoint any other person whether a member of the Company or not to act in his place as a substitute Director and such substitute Director shall whilst his appointment shall continue be entitled to receive notice of and to attend and vote at meetings of the Directors in the place of the Director making the appointment and shall be counted in the quorum of such meeting. Such substitute Director shall not require any qualification or receive any remuneration from the Company and he shall ipso facto vacate office if and when the Director making such

CERTIFIED A TRUE COPY OF AN ALTERATION TO ARTICLE 7 PASSED BY
SPECIAL RESOLUTION 5th MAY 1975

.....
8.
.....Director
.....Secretary

appointment ceases for any reason to hold office as a Director or determines the appointment. Any such appointment shall be made or determined by notice in writing under the hand of the Director making the same.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ERNEST LESLIE ARNELL,
87, Gaynes Park Road,
Upminster,
Essex.

Secretary of Public Company.

FRANK ROY SAMUEL WELLS,
4, The Highway,
Sutton,
Surrey.

Chartered Marine Engineer.

DATED this 6th day of December, 1961.

WITNESS to the above Signatures:-

JOHN MORETON PHILLIPS,
11/12 Finsbury Square,
E. C. 2.

Solicitor.

Tansley Witt & Co

In Association with Bernard Phillips & Co

Chartered Accountants

48

28 Ely Place, London EC1N 6RE, tel 01 242 1666 telex 267546 telegrams Callwittin London

TG Harding AJ Wyborn J Gorton Ash MK Forster B Phillips ELC Swaysland NA Chalmers EG Barratt
SD Hayler RTJ Stone BH Jones IR Harvey CJ Gee CF Halpin RS Heaver PJ Seward LF Stemp RG Linger
MG Maton IP Phillips EA Norman JMI Reed CJR May MJ Palmer EWV Holding FC Flood JFK Lee NL Pye AM Rabarts AP Lincoln

IRH/BML

19th September 1979

Board of Directors,
Tilbury Mechanical Services Limited,
Tilbury House,
Rusper Road,
Horsham,
WEST SUSSEX RH12 4BB

Dear Sirs,

As you are aware, as from 1st September 1979 the London partners in Tansley Witt & Co. joined with the partners in Arthur Andersen & Co. to form a new firm which is practising under the name of Arthur Andersen & Co. Accordingly, this letter is notice of the formal resignation of Tansley Witt & Co. with effect from the date of this letter.

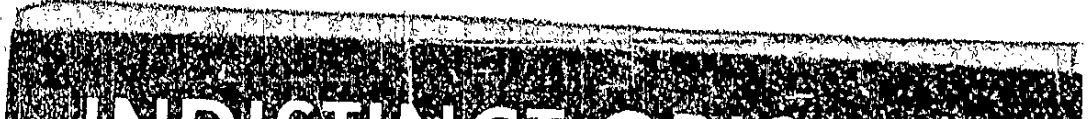
As required by Section 16 of the Companies Act 1976 we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,
TANSLEY WITT & CO.,

Tansley Witt

Principal offices London Belfast Birmingham Bristol Dublin Edinburgh Glasgow Gloucester Leeds Liverpool Manchester Newcastle upon Tyne Wolverhampton Worcester

Represented throughout the world by Alexander Grant Tansley Witt



TILBURY MECHANICAL SERVICES LTD

EXTRACT FROM THE MINUTES OF A MEETING OF THE DIRECTORS
HELD AT TILBURY HOUSE, HORSHAM, WEST SUSSEX, RH12 4BB,
on WEDNESDAY, 14th NOVEMBER 1979

AUDITORS:

It was proposed and unanimously RESOLVED

THAT Messrs. Spicer & Pegler of St. Mary Axe House, 56-60 St. Mary Axe, London EC3A 8BJ, having signified their willingness to serve, be and are hereby appointed auditors to the Company to fill the casual vacancy arising from the resignation of Messrs. Tansley Witt & Co. of 28 Ely Place, London EC1N 6TL, and to hold office until the next general meeting of the Company or any adjournment thereof, and that the Secretary be authorised to file the necessary notification with the Companies Registration Office.

CERTIFIED A TRUE COPY

B. Brand

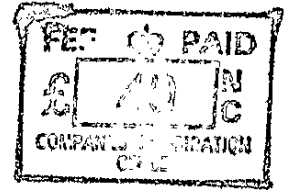
Chairman

Date



Company Number 710603

69
THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

RESOLUTION

CR £40

of

TILBURY MECHANICAL SERVICES LIMITED

Passed 11th February 1987

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex RH12 4BB on the Eleventh day of February 1987, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to
TILBURY (CITY) LIMITED *for*

C. Brand

C. Brand

Chairman of Meeting



127102
WILDMAN & BATTELL LTD.,
BRIDGE HOUSE,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 248 2387

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 710603 / 70

I hereby certify that

TILBURY MECHANICAL SERVICES LIMITED

having by special resolution changed its name, is now

incorporated under the name of

TILBURY (CITY) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26TH FEBRUARY 1987

A handwritten signature in cursive script, appearing to read 'D. M. Wilkie'.

D. M. WILKIE

an authorised officer

Company Number 710603

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TILBURY (CITY) LIMITED

Passed 24th April 1987

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex RH12 4BB on the Twentyfourth day of April 1987, the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

(1) That the Memorandum of Association of the Company be modified by omitting Sub-clauses 3 (a) and 3 (b) and by substituting the following sub-clauses in lieu thereof, namely:-

3. (a) (1) To carry on the business of general contractors, civil engineers, mechanical and electrical engineers, builders, bricklayers, stonemasons, demolition contractors, painting contractors, shop front fitters, shopfitters, painters, plasterers, decorators, french polishers, paperhangers, sanitary engineers, plumbers,

127349 JTE
WILDMAN & BATTELL LTD.,
BRIDGE HOUSE,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 248 2387



[Handwritten signature]

joiners, carpenters, engineers, lime and cement merchants, roofing contractors, erectors, constructors, decorators, repairers, cleaners and finishers of buildings, erections, constructions, repairers of and dealers in electrical accumulators, batteries, acids and containers, dynamos, motors, transformers, magnetos and electrical plant fittings apparatus, lamps and accessories generally.

(2). To develop any lands or buildings wherever situate as a building estate, and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon and to lay out roads, pleasure gardens and recreation grounds, to purchase, sell, hold, take on lease or in exchange or otherwise acquire and hold any lands or buildings wherever situate or rights or interests therein or connected therewith and to manage, farm or let the same or any part thereof.

(3) To carry on business as builders' and decorators' merchants and as manufacturers, exporters, importers, hirers, wholesalers, retailers, mail order dealers and workers in plastic and metal structures of all kinds, tools, machinery, granite, marble, steel, iron, metal, wood, timber, bricks, stone, gravel, clay, china, porcelain, terra cotta, earthenware, tiles, pipes, mosaics, cement, lime, slates, windows, doors, shutters, wallboard, paper, basins, cisterns, locks, bolts, baths, stores, sanitaryware, household fittings, damp course materials, paint of all kinds, varnish, enamel, cellulose, putty, glass, distemper, wallpaper, brooms, brushes, hardware, furniture, upholstery, builders' and decorators' plant, materials, requisites, fittings and articles of every description.

and that the remaining sub-clauses of Clause 3 shall be relettered consecutively.

(2) That the document now produced to the Meeting and signed by the Chairman for the purpose of identification be adopted as the New Articles of Association of the Company in substitution for the existing Articles of Association.

L. Brand

Chairman of Meeting

THE COMPANIES ACT 1985

-and-

THE COMPANIES ACTS 1948 to 1981

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TILBURY (CITY) LIMITED

(Adopted by Special Resolution
passed on *14th April* ~~March~~ 1987).

PRELIMINARY

1. THE Regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 at the date of adoption of this Article (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby. References hereinafter to Regulations shall be construed as referring to those in Table A. "The regulations contained in Table A in the First Schedule to the Companies Act 1948 and any amendment or alteration thereof shall ~~not~~ apply to the Company".



127349/JE
WILDMAN & BATTELL LTD.,
BRIDGE HOUSE,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 238 9707

2. REGULATIONS 24, 40, 64, 65 to 69 (inclusive), 73 to 77 inclusive, 79, 80 and 93 shall not apply to the Company.

INTERPRETATION

3. FOR the purposes of these Articles the expression "the Company's Holding Company" shall mean any person or company which for the time being holds more than one half in nominal value of the equity share capital of the Company.

PRIVATE COMPANY

4. THE Company is a private company as defined by Section 1(3) of the Act, and accordingly:-

4.1. the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company; and

4.2. the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered for sale to the public;

and Sections 58 to 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

SHARES

5. THE authorised share capital of the Company at the date of the adoption of these Articles is £50,000. divided into 50,000 Ordinary Shares of £1. each.

6. SUBJECT to these Articles, all unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may with the prior consent in writing of the Company's Holding Company allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Directors) at such times and generally on such terms and conditions and in such manner as the Directors think proper, and

6.1. sub-section (1) of Section 89 of the Act is hereby excluded in its application in relation to allotments of equity securities (as defined in Section 94 of the Act); and

6.2. the Directors are hereby generally and unconditionally authorised for the purposes of Section 80 of the Act but subject to their obtaining the prior consent in writing of the Company's Holding Company to exercise the powers of the Company to allot relevant securities (as defined in the said Section 80), and subject as aforesaid are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with the said Section 80:-

6.2.1. the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of unissued relevant securities (as so defined) existing from time to time throughout the period of this authority; and

6.2.2. such authority shall expire on the fifth anniversary of the passing of the resolution for the

adoption of this Article or any renewal or variation and renewal of this Article.

PURCHASE OF OWN SHARES

7. REGULATION 35 shall be read and construed as if the words "or otherwise as permitted by law" were included at the end thereof.

PROCEEDINGS AT GENERAL MEETING

8. NO business shall be transacted at any general meeting unless a quorum of members is present. The quorum for any General Meeting shall be two members present in person, of whom a one shall be the Company's Holding Company by its duly authorised representative.

9. REGULATION 53 shall be read and construed as if the words "one or more members" were followed by the words "In the case of a member which is a corporation the resolution may be executed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative".

DIRECTORS

10. UNLESS and until the Company in general meeting shall otherwise determine, the number of Directors shall not be subject to any maximum but need not exceed one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

11. THE Company's Holding Company shall have power from time

to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a director or the Secretary of the Company's Holding Company on its behalf, and shall take effect when delivered to the registered office for the time being of the Company or to the Secretary of the Company or when produced at a meeting of the Directors. The Directors shall not be subject to retirement by rotation and accordingly all references in the regulations of Table A to retirement by rotation shall be disregarded.

12. THE remuneration of the Directors shall from time to time be determined by the Company's Holding Company. Regulation 82 shall be modified accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

13. REGULATION 81 shall be modified:-

(i) by the deletion of the words "either - (i)" to "1960, or ii)" in paragraph (c) thereof and the inclusion therein after the words "property or affairs" of the words "and the directors pass a resolution that he has by reason of mental disorder vacated office".

(ii) by the deletion of paragraph (d) thereof and the inclusion in place thereof of the following:-

"(d) he resigns (but in the case of a director holding any executive office, subject to the terms of any contract between him and the Company) his office by notice in writing delivered to the

registered office of the Company or tendered at a meeting of the directors and the directors resolve to accept the same; and

(iii) by the inclusion after paragraph (e) thereof of the following:-

"(f) he is removed from office pursuant to Article 11".

BORROWING POWERS

14. THE Directors may exercise all the powers of the Company to borrow money, whether or not in excess of the nominal amount of the share capital of the Company for the time being issued, in such manner and upon such terms and on such security as may seem to them to be expedient and to mortgage or charge all or any part or parts of its undertaking, property and assets, both present and future, including its uncalled capital, and subject to compliance with the requirements of Section 80 of the Act 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.

GUARANTEE POWERS

15. THE Directors may exercise all the powers of the Company to give guarantees or indemnities either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee or indemnity and in particular (but without limiting the generality of the foregoing) may give such guarantee or indemnity for the performance of the contracts, engagements, liabilities,

obligations, mortgages, charges, debentures, debenture stock and bonds of and payment of the capital or principal (together with any premium) of and dividends or interest on any stock, shares or securities of any company which is a subsidiary or holding company of the Company or a subsidiary of any such holding company or in which the Company is for the time being directly or indirectly interested.

PROCEEDINGS OF DIRECTORS

16. REFERENCE to "meeting of the directors" in Regulation 88 shall be read and construed to include meeting either in person or by telephone provided that all parties to the meeting can hear each other.

17. A RESOLUTION in writing (i) of the Directors of which each of the Directors entitled to receive notice of a meeting of Directors has approved; or (ii) of a committee of Directors of which each of the members of the committee entitled to receive notice of a meeting of such committee has approved, either by signing the same (whether the same consists of one instrument or of several instruments in like form each signed by one or more Directors or members as the case may be) or by giving to the Company notice of his approval by letter, telex or telecopy or other device for the transmission of written matter, shall be as valid and effective for all purposes as a resolution passed at a meeting of the Directors or, as the case may be, of such committee duly convened and held.

18. A DIRECTOR may vote as a Director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and if he shall so vote his vote shall be counted PROVIDED THAT he shall have disclosed the nature and

extent of his interest in accordance with Regulation 85.

Regulation 98 shall be modified and construed accordingly.

19. ANY Director may appoint any person to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors, and to attend and vote as a Director and be counted towards the quorum at any such meeting at which the Director appointing him is not personally present and where he is himself a Director to have a separate vote at meetings of Directors on behalf of the Director he is representing in addition to his own vote, and generally at such meetings to have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. Any appointment or revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if sent to or left at the registered office of the Company shall be sufficient evidence of such appointment or revocation. Every such alternate shall be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him.

INDEMNITY

20. SUBJECT to the provisions of the Act every Director and other officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all losses, costs, charges, expenses and liabilities (including without prejudice to the generality of the foregoing

any such liability as is mentioned in Section 310 of the Act or any statutory modification, amendment or re-enactment thereof from time to time in force) which he may sustain or incur in or about the execution of his office and discharge or purported discharge of his duties or otherwise in relation thereto and whether such duties are owed to the Company or to any other person whomsoever, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto PROVIDED ALWAYS that this Article shall only have effect insofar as its provisions are not avoided by the said Section 310. Regulation 118 of Table A shall be modified accordingly.

REGIONAL DIRECTORS

21. THE Directors shall have power from time to time by resolution to appoint any one or more persons to the office of regional director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:-

(i) The appointment, tenure of office, remuneration (if any) and scope of duties of a regional director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge of approval of a regional director, except that no act shall be done that would impose any personal liability on any regional director except with his full knowledge and consent.

(ii) The Directors may also from time to time remove any regional director from office and if they so decide appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the regional director and the Company.

(iii) The appointment of a person to be a regional director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as regional director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a regional director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under the Company Directors Disqualification Act 1986 , or if he resigns his office or is removed from office by a resolution of the board.

(iv) A regional director shall not be or be deemed to be a director of the Company within the meaning of that word as used in the Companies Act 1985 or these articles and no regional director shall be entitled to attend or be present at any meeting of the board or of any committee of directors unless the directors shall require him to be in attendance.

(v) A regional director shall attend meetings of the directors and of any committee of the directors whenever called upon to do so and shall at all times be ready to give the directors the benefit of his knowledge, experience and advice.

L. Brand

No. 710603

THE COMPANIES ACT 1948

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

TILBURY (CITY) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex RH12 4BB on 11th May, 1988, the following Resolution was unanimously passed as a Special Resolution.

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended by the insertion of the following clause 3(11) between clauses 3(1) and 3(m):

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to

guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever the performance of the obligations on the payment of any monies and/or discharge of any liabilities whether present or future, actual or contingent, (including but not limited to capital or principal, premiums, dividends, or interest, commissions, charges, discounts and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including (but not limited to) any company which is for the time being the Company's holding company as defined by section 736 of the Companies Act 1985 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or of person who is for the time being a member or otherwise has any interest in the Company or is associated with the company whatsoever. A guarantee shall also include any other obligation (whatever called) to pay, purchase, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness or obligation of any other company, firm or person."

... *W. J. Johnston* ...
Chairman

[JC1925QD]