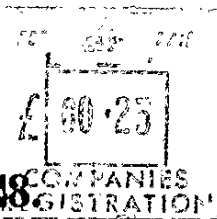


Number of
Company }

441516/1



THE COMPANIES ACT, 1948



DECLARATION of Compliance with the requirements of the Companies

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

Pursuant to Section 15(2) of the Companies Act, 1948.

Name of Company } ELLIOTT TRAFFIC AUTOMATION LIMITED.
..... ~~Limited~~

Presented by

..... J. Daltrop,

..... 34 Portland Place,

..... W. 1.

Tollit & Harvey Ltd.

(COMPANY REGISTRATION SERVICE DEPT).

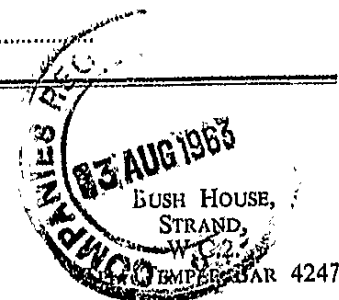
40, GRESHAM STREET,

LONDON, E.C.2

SPECIALIST COMPANY PRINTERS & STATIONERS

Tel. MONarch 8571.

ACRE HOUSE,
ACRE STREET,
WESTMINSTER, S.W.1.
TEL. WHITEHALL 1151



3,

LENNOX 'CECIL' UPSDELL

of 34 Portland Place, W.1.

(a)
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

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

in the Articles Of Association as a Director or

Secretary

A H.

of Elliott Traffic Automation Limited.

~~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 100, CL PORTLAND ST

LONDON W.1

the 9th day of AUGUST 1963

one thousand nine hundred and 1963

Before me

LANDY

A Commissioner for Oaths. (b)

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

Number of }
Company }

441816/2
THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)



Statement of the Nominal Capital

OF

ELLIOTT TRAFFIC AUTOMATION LIMITED.

~~LIMITED.~~

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

J. Daltrop

34 Portland Place, W.1.

Tollit & Harvey Ltd.

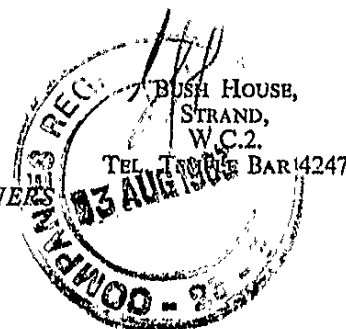
(COMPANY REGISTRATION SERVICE DEPT.)

40, GRESHAM STREET,
LONDON, E.C.2.

SPECIALIST COMPANY PRINTERS & STATIONERS

Tel. MO Narch 8571

DACRE HOUSE,
DACRE STREET,
WESTMINSTER, S.W.1.
TEL. WHITEHALL 1151



THE NOMINAL CAPITAL

OF

ELLIOTT TRAFFIC AUTOMATION LIMITED.

~~LIMITED~~

is £ 100, divided into 100 Ordinary

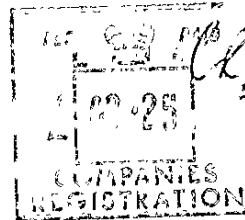
Shares of £ 1 each

Signature

Description Director

Dated the 9th Day of August 1963.

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



THE COMPANIES ACT, 1948

771 816 3
COMPANY LIMITED BY SHARES

Memorandum of Association

— OF —

**ELLIOTT TRAFFIC AUTOMATION
LIMITED**



1. The name of the company is "ELLIOTT TRAFFIC AUTOMATION LIMITED"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) In the field of Traffic Automation and in other fields (whether related or otherwise) to manufacture, assemble, repair, convert, sell and otherwise deal in control systems and articles of all kinds in connection with the control, operation and indication by electronic, electrical, mechanical, pneumatic and other means of traffic operations.
 - (B) To carry on business as electronic, electrical, mechanical, hydraulic, civil, constructional, general, marine and aeronautical engineers and contractors, and to design, manufacture and deal in automation, space and military systems, plant, machinery, tools, machine tools, equipment, apparatus, implements and hardware of all descriptions.
 - (C) To carry on the business of founders, fitters, machinists, toolmakers, brass-founders, metal-workers, metal makers, wire-drawers, boiler makers, millwrights, tube makers, iron and steel converters, smiths, moulders, casters, smelters, refiners, pattern makers, core makers, die casters, die makers, machine makers, stampers, fettlers, mechanics, erectors, assemblers, welders of all materials, chemists, metallurgists, electro-nickel and chromium platers, oxidisers, bronzers, lacquers, enamellers, japanners, annealers, malleableizers and vulcanizers.
 - (D) To act as selling, buying, or general agents for any person, firm or company, carrying on any such business as aforesaid, and to carry on business as engineers or general merchants and factors.
 - (E) To carry on any other business, whether manufacturing or otherwise which it may be found convenient to undertake in connection with or in addition to any of those enumerated above.

- (F) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage, or control works and conveniences of all kinds whether for the purpose of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (G) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (H) To purchase or otherwise acquire any estate or interest in any property or assets, or any concessions, licences, grants, patents, trade marks, or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and make experiments and tests to carry on all kinds of research work.
- (I) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future), and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (J) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (K) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (L) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (M) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

- (N) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company, whether fully or partly paid up.
- (O) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (P) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely, directly or indirectly, to further the objects of the Company or in the interests of its members.
- (Q) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependents of any such persons and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such person or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (R) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (S) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company. Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance or industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Assurance Companies Acts 1909 to 1946, or any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 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
<p><i>Shirley Anthea Leigh</i> SHIRLEY ANTHEA LEIGH, 18 Primrose Hill Road, N.W. 3.</p> <p>Secretary.</p> <p><i>Pamela Joan Pentney</i> PAMELA JOAN PENTNEY, 287 Lee High Road, Lee, S.E. 12.</p> <p>Secretary.</p>	<p><i>One</i></p> <p><i>One</i></p>

Dated this *9th* day of *August* 19*63*.

WITNESS to the above Signatures:—

Rebecca Green
REBECCA GREEN,
23 Wray Crescent,
N. 4.

Secretary.



67167

THE COMPANIES ACT, 1948

741516 4
COMPANY LIMITED BY SHARES

Articles of Association

—OF—

ELLIOTT TRAFFIC AUTOMATION LIMITED



PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and Clause 1 of Table A, Part I, shall apply to the construction of these Articles.

PRIVATE COMPANY

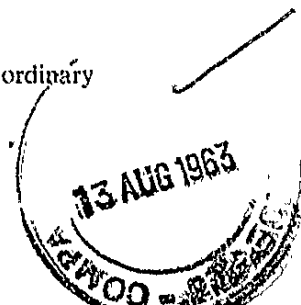
2. The Company is a Private Company, and accordingly :-

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty : Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this paragraph, be treated as a single member.
- (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

3. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company, together with such evidence as the Directors may require; and, if such requirements are not complied with, may withhold any dividends or other payments due or becoming due in respect of the shares registered in the name of such person (whether solely or jointly with some other person or persons).

CAPITAL

4. The original capital of the Company is £100, divided into 100 ordinary shares of £1 each.



SHARES

5. Save as the Company may by Ordinary Resolution otherwise direct, all new shares shall before issue be offered to the members holding ordinary shares in proportion as nearly as circumstances admit to their existing holdings of such shares. The offer shall be made by notice in writing specifying the number of shares offered, and limiting a time within which the offer if not accepted, will be deemed to be declined, and after the expiration of that time or on the receipt of an intimation from the member concerned that he declines to accept the shares offered the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares, which (by reason of the ratio which the number of new shares bears to the number of ordinary shares held by the members) cannot in the opinion of the Directors be conveniently offered under this Article

LIEN

6. The liens given by clause 11 of Table A, Part I, shall extend to every share in the capital of the Company, whether fully paid or not.

TRANSFER OF SHARES

7. Subject to the provisions of clause 24 of Table A, Part I, any share may at any time be transferred to a person who is already a holder of shares in the capital of the Company for the time being. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

8. Two members present in person or by proxy shall be a quorum at any General Meeting. Clause 53 of Table A, Part I, shall be modified accordingly.

9. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A, Part I, shall be modified accordingly.

10. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more members.

DIRECTORS

11. Unless and until otherwise resolved in accordance with clause 94 of Table A, Part I, the Directors shall not be less than one or more than five in number unless the Company in General Meeting otherwise resolve. The first Directors shall be Lennox Cecil Upsdell and such other persons as shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Clause 75 of Table A, Part I, shall not apply to the Company.

12. The Company may by Ordinary Resolution vote remuneration to the Directors or any Director and either for one year or for any longer or shorter period.

13. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of Committees of the Directors, or General Meetings, or which he may otherwise incur in or about the business of the Company.

14. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Clause 77 of Table A, Part I, shall not apply to the Company.

15. The words "by Ordinary Resolution" shall be inserted after the words "unless the Company" in clause 78 of Table A, Part I.

BORROWING POWERS

16. The proviso to clause 79 of Table A, Part I, shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

17. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A, Part I, shall not apply to the Company.

18. The Directors may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contribution out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following Article shall include any Director who may hold or have held any executive office or other office or place of profit or have been appointed to exercise special powers or authorities) and ex-employees of the Company and its predecessors in business, and of any such other companies, and their dependents, or any class or classes of such persons.

19. The Directors may pay, enter into agreement to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependents, or to any such persons, including pensions or benefits additional to those, if any to which such employees or ex-employees or their dependents are or may become entitled under any such scheme or fund as mentioned in the last preceding Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

20. The office of a Director shall be vacated in any of the following events, namely :-

- (A) If he become prohibited by law from acting as a Director.
 - (B) If (not being an Executive Director holding office as such for a fixed term) he resigns by notice in writing.
 - (C) If he has a receiving order made against him or compound with his creditors.
 - (D) If he be found lunatic or become of unsound mind.
 - (E) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.
 - (F) If he is requested in writing by all of his co-Directors to resign.
- Clause 88 of Table A, Part I, shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Clause 106 of Table A, Part I, shall not apply to the Company.

ALTERNATE DIRECTORS

22. Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall be entitled to receive from the Company such portion (if any) of the remuneration otherwise payable to his appointor by way of remuneration for his services as a Director as the appointor may by notice in writing to the Company from time to time direct; but save as aforesaid shall not be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him, be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected at the meeting, at which such retirement took effect any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

INDEMNITY

23. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A, Part I, shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Shirley Anthea Leigh
SHIRLEY ANTHEA LEIGH,
18 Primrose Hill Road,
N.W. 3.

Secretary.

Pamela Joan Pentney
PAMELA JOAN PENTNEY,
287 Lee High Road,
Lee, S.E. 12.

Secretary.

Dated this 4th day of August 1963.

Witness to the above Signatures: —

Rebecca Green
REBECCA GREEN,
23 Wray Crescent,
N. 4.

Secretary.

DUPLICATE FOR THE FILE.

No. 771516



Certificate of Incorporation

I Hereby Certify that

ELLIOTT TRAFFIC AUTOMATION LIMITED

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

Given under my hand at London this TWENTY-FIRST DAY OF AUGUST
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Assistant Registrar of Companies.

Certificate
received by }

Date 21 AUG 1963